

BIG 5 SPORTING GOODS Corp  
Form 8-K  
June 16, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Date of Report (Date of earliest event reported): June 12, 2015**

**BIG 5 SPORTING GOODS CORPORATION**  
**(Exact name of registrant as specified in charter)**

**Delaware**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**000-49850**  
**(Commission File Number)**

**95-4388794**  
**(IRS Employer**

**Identification No.)**

**2525 East El Segundo Boulevard,**

**90245**

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**El Segundo, California**  
**(Address of principal executive offices)** **(Zip Code)**  
**Registrant's telephone number, including area code: (310) 536-0611**

N/A

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders**

On June 12, 2015, the Company held its annual meeting of stockholders. At the annual meeting, the following matters were submitted to the vote of the stockholders, with the results of voting on each such matter as set forth below.

1. The Company's stockholders elected the following three individuals as Class A directors on the Company's Board of Directors, each to hold office until the 2018 annual meeting of stockholders (and until each such director's successor shall have been duly elected and qualified), with voting results as follows:

|                          | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|--------------------------|------------------|-----------------------|-------------------------|
| Dominic P. DeMarco       | 17,770,532       | 659,363               | 2,395,236               |
| Nicholas Donatiello, Jr. | 17,783,366       | 646,529               | 2,395,236               |
| David R. Jessick         | 18,010,646       | 419,249               | 2,395,236               |

There were no abstentions.

2. The Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive officers as described in the Company's proxy statement, and cast their votes as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstaining</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|-------------------------|-------------------------|
| 16,673,908       | 1,479,360            | 276,625                 | 2,395,238               |

3. The Company's stockholders approved a proposal to ratify the appointment of Deloitte & Touche LLP as its independent auditors for fiscal year 2015, with voting results as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstaining</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|-------------------------|-------------------------|
| 20,581,445       | 222,786              | 20,900                  | 0                       |

4. The Company's stockholders approved, on an advisory basis, a proposal that the Company's Board of Directors adopt a majority voting standard for uncontested elections of directors, with voting results as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstaining</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|-------------------------|-------------------------|
| 18,121,971       | 297,305              | 10,617                  | 2,395,238               |

5. The Company's stockholders approved, on an advisory basis, a proposal that certain supermajority voting requirements in the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws be eliminated, with voting results as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstaining</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|-------------------------|-------------------------|
| 18,081,796       | 337,837              | 10,259                  | 2,395,239               |

6. The Company's stockholders approved a stockholder proposal that the Company's Board of Directors be declassified, with voting results as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstaining</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|-------------------------|-------------------------|
| 17,976,819       | 442,085              | 10,988                  | 2,395,239               |



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BIG 5 SPORTING GOODS CORPORATION  
(Registrant)

Date: June 16, 2015

/s/ Barry D. Emerson  
Barry D. Emerson  
Senior Vice President, Chief Financial  
Officer and Treasurer