

DECKERS OUTDOOR CORP
Form 8-K
September 14, 2018

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): September 14, 2018

DECKERS OUTDOOR CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-36436

(Commission File Number)

250 Coromar Drive, Goleta, California

(Address of principal executive offices)

95-3015862

(IRS Employer Identification No.)

93117

(Zip code)

Registrant's telephone number, including area code (805) 967-7611

(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:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On September 14, 2018, Deckers Outdoor Corporation (the "Company") held its 2018 Annual Meeting of Stockholders (the "Annual Meeting"), virtually via live webcast at <http://www.virtualshareholdermeeting.com/DECK>, during which the Company's stockholders voted on three proposals. The Company had 30,368,803 shares of common stock outstanding on July 18, 2018, the record date for the Annual Meeting. At the Annual Meeting, 27,796,226 shares of common stock were present virtually or represented by proxy.

The following sets forth the final results of the voting for the three proposals voted upon at the Annual Meeting. These matters are described in more detail in the Company's definitive proxy statement on Schedule 14A, which the Company filed with the Securities and Exchange Commission on July 27, 2018 (the "Proxy Statement").

Election of Directors (Proposal No. 1)

The stockholders elected ten candidates nominated by the Board of Directors of the Company to serve as directors of the Company until the annual meeting of stockholders to be held in 2019 or until their successors are elected and duly qualified. The following sets forth the results of the voting with respect to each candidate:

| Name of Candidate | Shares Voted | | |
|--------------------------|--------------|--------------------|------------------|
| | For | Authority Withheld | Broker Non-Votes |
| John M. Gibbons | 26,072,432 | 109,587 | 1,614,207 |
| Nelson C. Chan | 25,907,082 | 274,937 | 1,614,207 |
| Cynthia (Cindy) L. Davis | 26,158,150 | 23,869 | 1,614,207 |
| Michael F. Devine, III | 26,125,621 | 56,398 | 1,614,207 |
| William L. McComb | 26,157,712 | 24,307 | 1,614,207 |
| David Powers | 26,157,480 | 24,539 | 1,614,207 |
| James Quinn | 22,841,549 | 3,340,470 | 1,614,207 |
| Lauri M. Shanahan | 26,158,020 | 23,999 | 1,614,207 |
| Brian A. Spaly | 26,014,376 | 167,643 | 1,614,207 |
| Bonita C. Stewart | 25,899,321 | 282,698 | 1,614,207 |

Ratification of the Appointment of KPMG LLP as Independent Registered Public Accounting Firm (Proposal No. 2)

The stockholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year 2019, which covers the period from April 1, 2018 to March 31, 2019. The following sets forth the results of the voting with respect to this proposal:

Shares Voted

| For | Against | Abstentions |
|------------|-----------|-------------|
| 26,676,880 | 1,116,559 | 2,787 |

Advisory Vote on Executive Compensation (Proposal No. 3)

The stockholders approved, on a non-binding advisory basis, the compensation of the Company's named executive officers, as described in the Proxy Statement. The following sets forth the results of the voting with respect to this proposal:

Shares Voted

| For | Against | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 24,965,402 | 1,167,449 | 49,168 | 1,614,207 |

No other matters were presented for consideration or stockholder action at the Annual Meeting.

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.

Date: September 14, 2018

Deckers Outdoor Corporation
/s/ Thomas Garcia
Thomas Garcia, General Counsel