

CULP INC  
Form 8-K  
September 22, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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 17, 2014

Culp, Inc.  
(Exact Name of Registrant as Specified in its Charter)

North Carolina  
(State or Other Jurisdiction  
of Incorporation)

1-12597  
(Commission File Number)

56-1001967  
(I.R.S. Employer  
Identification No.)

1823 Eastchester Drive  
High Point, North Carolina 27265  
(Address of Principal Executive  
Offices)  
(Zip Code)

(336) 889-5161  
(Registrant's Telephone Number, Including  
Area Code)

Not Applicable  
(Former name or address, if changed from 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. below):

- 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))

INDEX

	Page
Item 5.07 – Submission of Matters to a Vote of Security Holders	3
Signature	4

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

On September 17, 2014, Culp, Inc. (the “Company”) held its annual meeting of shareholders. At the meeting, the Company’s shareholders: (i) elected each of the five persons listed below under Proposal 1 to serve as a director of the Company until the 2015 annual meeting, or until their successors are elected and qualified; (ii) ratified the appointment of Grant Thornton LLP as the independent auditors of the Company for fiscal 2015; and (iii) voted for a resolution approving, on an advisory basis, the compensation paid to the Company’s named executive officers (Say on Pay vote). The following information sets forth the results of the voting at the annual meeting.

Proposal 1: To elect five directors to serve until the 2015 annual meeting of shareholders, or until their successors are elected and qualified

Director Nominee	Shares Voted For	Shares Withheld	Broker Non-Votes
Robert G. Culp, III	9,662,686	1,070,305	1,088,696
Patrick B. Flavin	10,592,770	140,221	1,088,696
Kenneth R. Larson	10,592,840	140,151	1,088,696
Kenneth W. McAllister	10,592,172	140,819	1,088,696
Franklin N. Saxon	10,563,867	169,124	1,088,696

Proposal 2: To ratify the appointment of Grant Thornton LLP as the Company’s independent auditors for fiscal 2015

For	11,811,058
Against	1,388
Broker Non-Votes	9,241

Proposal 3: Advisory vote on executive compensation (Say on Pay)

For	10,618,106
Against	103,393
Abstain	11,491
Broker Non-Votes	1,088,696

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 22, 2014

Culp, Inc.

By: /s/ Thomas B. Gallagher, Jr.  
Corporate Controller  
(principal accounting officer)