

Boot Barn Holdings, Inc.  
Form 8-K  
August 31, 2017

**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): **August 30, 2017**

**Boot Barn Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36711**  
(Commission  
File Number)

**90-0776290**  
(I.R.S. Employer  
Identification No.)

**15345 Barranca Parkway, Irvine, California**  
(Address of principal executive offices)

**92618**  
(Zip Code)

**(949) 453-4400**

(Registrant's telephone number, including area code)

**Not Applicable**

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(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

As described in Item 5.07 of this Current Report on Form 8-K, on August 30, 2017, at its annual meeting of stockholders, the stockholders of Boot Barn Holdings, Inc. (the Company) approved the Boot Barn Holdings, Inc. Cash Incentive Plan for Executives (the Plan).

The Plan provides for the award of cash bonuses to the Company's executive employees and executive employees of its subsidiaries based on the achievement of objective performance goals over a designated performance period. Cash bonuses paid under the Plan are intended to meet the requirement of qualified performance-based compensation under section 162(m) of the Internal Revenue Code of 1986, as amended.

For a description of the terms and conditions of the Plan, as approved by stockholders on August 30, 2017, see Proposal 3: Approval of the Boot Barn Holdings, Inc. Cash Incentive Plan for Executives in the proxy statement for the annual meeting, which description is incorporated herein by reference.

The foregoing description of the Plan and the description of the Plan contained in the proxy statement are each qualified in their entirety by reference to the full text of the Plan, a copy of which is filed herewith as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

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

The annual meeting of the Company's stockholders was held on August 30, 2017. At the annual meeting, the Company's stockholders voted on three proposals and cast their votes as follows:

**Proposal 1: Election of Directors**

The stockholders elected all of management's nominees for election as directors. The results of the vote taken were as follows:

Greg Bettinelli	22,692,980	188,922	2,585,065
James G. Conroy	20,928,836	1,953,066	2,585,065
Brenda I. Morris	22,649,378	232,524	2,585,065
Peter Starrett	22,705,349	176,553	2,585,065



**Proposal 2: Ratification of Appointment of Independent Auditor**

The stockholders ratified the selection, by the Audit Committee of the Board of Directors, of Deloitte & Touche LLP, an independent registered public accounting firm, as auditors of the Company for the fiscal year ending March 31, 2018. The results of the vote were taken as follows.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
24,659,241	667,730	139,996	Not applicable

**Proposal 3: Approval of the Boot Barn Holdings, Inc. Cash Incentive Plan**

The stockholders approved the Plan. The results of the vote were taken as follows.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
20,550,479	2,145,765	185,658	2,585,065

**Item 9.01 Financial Statements and Exhibits**

<b>Exhibit No.</b>	<b>Description of Exhibits</b>
Exhibit 10.1	Boot Barn Holdings, Inc. Cash Incentive Plan for Executives

**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.

BOOT BARN HOLDINGS, INC.

Date: August 31, 2017

By: /s/ Gregory V. Hackman  
Name: Gregory V. Hackman  
Title: Chief Financial Officer

**Exhibit Index**

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