

Under Armour, Inc.
Form 8-K
May 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): May 9, 2018

UNDER ARMOUR, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

001-33202
(Commission
File Number)

52-1990078
(I.R.S. Employer
Identification No.)

1020 Hull Street, Baltimore, Maryland

21230

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (410) 454-6428

(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.

The Annual Meeting of Stockholders (the Annual Meeting) of Under Armour, Inc. (the Company) was held on May 9, 2018. At the Annual Meeting, the stockholders voted on three proposals and cast their votes as described below. The record date for this meeting was February 23, 2018.

Proposal 1

The individuals listed below were elected at the Annual Meeting to serve on the Company's Board of Directors until the next Annual Meeting of Stockholders and until their respective successors are elected and qualified. The voting results were as follows:

| Nominees | For | Withhold Authority To Vote | Broker Non-Votes |
|-----------------------|-------------|---|-----------------------------|
| Kevin A. Plank | 422,624,646 | 2,565,639 | 60,018,367 |
| George W. Bodenheimer | 420,500,975 | 4,689,310 | 60,018,367 |
| Douglas E. Coltharp | 422,751,712 | 2,438,573 | 60,018,367 |
| Jerri L. DeVard | 420,739,857 | 4,450,428 | 60,018,367 |
| Karen W. Katz | 405,959,478 | 19,230,807 | 60,018,367 |
| A.B. Krongard | 422,634,581 | 2,555,704 | 60,018,367 |
| William R. McDermott | 397,177,276 | 28,013,009 | 60,018,367 |
| Eric T. Olson | 405,607,390 | 19,582,895 | 60,018,367 |
| Harvey L. Sanders | 419,983,451 | 5,206,834 | 60,018,367 |

Proposal 2

The stockholders approved the Company's executive compensation, in a non-binding advisory vote. The voting results were as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 405,547,105 | 19,241,861 | 401,319 | 60,018,367 |

Proposal 3

The stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2018. The voting results were as follows:

| For | Against | Abstain |
|-------------|----------------|----------------|
| 481,516,846 | 3,083,419 | 608,387 |

No other matters were submitted for stockholder action.

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.

UNDER ARMOUR, INC.

Date: May 14, 2018

By: /s/ JOHN P. STANTON
John P. Stanton
Executive Vice President, General Counsel &
Secretary