

Boot Barn Holdings, Inc.
Form 8-K
September 10, 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 7, 2018**

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

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

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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 the stockholders of Boot Barn Holdings, Inc. (the Company) was held on September 7, 2018. At the annual meeting, the Company's stockholders voted on two 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:

| Directors | For | Withheld | Broker Non-Vote |
|------------------|------------|-----------------|------------------------|
| Greg Bettinelli | 21,875,290 | 595,231 | 1,571,637 |
| Brad J. Brutocao | 21,901,963 | 568,558 | 1,571,637 |
| James G. Conroy | 21,972,094 | 498,427 | 1,571,637 |
| Lisa G. Laube | 21,978,604 | 491,917 | 1,571,637 |
| Anne MacDonald | 21,949,078 | 521,443 | 1,571,637 |
| Brenda I. Morris | 21,893,762 | 576,759 | 1,571,637 |
| Peter Starrett | 21,950,602 | 519,919 | 1,571,637 |
| Brad Weston | 21,949,550 | 520,971 | 1,571,637 |

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 30, 2019. The results of the vote taken were as follows.

| For | Against | Abstain | Broker Non-Vote |
|------------|----------------|----------------|------------------------|
| 23,411,669 | 628,595 | 1,894 | Not applicable |

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.

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Date: September 10, 2018

By:

/s/ Gregory V. Hackman

Name: Gregory V. Hackman

Title: Chief Financial Officer