

FLEXSTEEL INDUSTRIES INC

Form 8-K

December 05, 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) December 4, 2017

FLEXSTEEL INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Minnesota

0-5151

42-0442319

(State or other jurisdiction (Commission (IRS Employer

of incorporation)

File Number) Identification No.)

385 Bell St. Dubuque, Iowa

52001

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code 563-556-7730

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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 (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (Â§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (Â§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 5.03 Amendments to Articles of Incorporation or Bylaws

On December 4, 2017, the Company's shareholders approved changes to the Company's Amended and Restated Bylaws. The Amended and Restated Bylaws are attached as Exhibit 3.2.

Item 5.07 Submission of Matters to a Vote of Security Shareholders

The Annual Meeting of Shareholders of Flexsteel Industries, Inc. was held on December 4, 2017. The proposals were as follows:

To elect three (3) Class I Directors to serve until the year 2020 Annual Meeting and until their respective successors have been elected and qualified or until their earlier resignation, removal or termination.

To consider a proposal to amend Article V, Section 3 of the Amended and Restated Bylaws to provide that a person must be less than age 72 to be elected or appointed as a director.

The results of the voting on the foregoing proposals were as follows:

| Proposal                                     | For       | Withheld  | Against | Abstain | Broker Non-Votes |
|--|-----------|-----------|---------|---------|------------------|
| I. Election of Directors                     |           |           |         |         |                  |
| Nominee                                      |           |           |         |         |                  |
| Karel K. Czanderna                           | 5,788,178 | 161,192   |         |         |                  |
| Thomas M. Levine                             | 4,343,933 | 1,605,437 |         |         |                  |
| Robert J. Maricich                           | 5,729,649 | 219,721   |         |         |                  |
| II. Amend Article V, Section 3 of the Bylaws | 5,824,321 | 115,520   | 9,529   |         |                  |

Item 9.01 Financial Statements and Exhibits

Exhibit 3.2 Amended and Restated Bylaws adopted December 4, 2017.

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.

FLEXSTEEL INDUSTRIES, INC.

(Registrant)

Date: December 5, 2017    By: /s/ Timothy E. Hall  
Timothy E. Hall  
Senior Vice President-Finance, CFO, and  
Secretary  
Principal Financial and Accounting Officer