

DIXIE GROUP INC
Form 8-K
May 03, 2019

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 1, 2019

THE DIXIE GROUP, INC.
(Exact name of Registrant as specified in its charter)

Tennessee 0-2585 62-0183370
(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

475 Reed Road, Dalton, Georgia 30720
(Address of principal executive offices) (zip code)

(706) 876-5800
(Registrant's telephone number, including area code)

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))

Item 5.07 Submission of Matters to a Vote of Security Holders

The 2019 annual meeting of the shareholders (the “meeting”) of the Dixie Group, Inc. (the “Company”) was held on May 1, 2019. The final voting results for each of the proposals submitted for vote by the shareholders are set forth below.

Proposal 1 - The number of Directors was set at eight, and the individuals listed below were elected for a term of one year each, as follows:

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--------------------------|------------|---------------|-------------|------------------|
| William F. Blue, Jr. | 26,722,612 | 272,046 | | 4,531,967 |
| Charles E. Brock | 26,321,953 | 672,705 | | 4,531,967 |
| Daniel K. Frierson | 26,591,397 | 403,261 | | 4,531,967 |
| D. Kennedy Frierson, Jr. | 26,666,287 | 328,371 | | 4,531,967 |
| Lowry F. Kline | 26,644,748 | 349,910 | | 4,531,967 |
| Hilda S. Murray | 26,714,719 | 279,939 | | 4,531,967 |
| Michael L. Owens | 26,322,470 | 672,188 | | 4,531,967 |

Proposal 2 - Approval of the Company's Executive Compensation for its named executive officers ("Say-on-Pay").

Votes For Votes Against Abstentions Broker Non-Votes

25,446,998 1,531,152 16,508 4,531,967

Proposal 3 - Approval of the frequency of the say-on-pay advisory vote to be "one year".

Votes For One Year Votes For Two Years Votes for Three Years Abstentions Broker Non-Votes

25,517,034 9,436 1,178,170 290,018 4,531,967

Proposal 4 - Approval of Dixon Hughes Goodman LLP to serve as independent registered public accountants of the Company for 2019.

Votes For Votes Against Abstentions Broker Non-Votes

31,320,338 181,623 24,664 —

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: May 3, 2019 THE DIXIE GROUP, INC.

By: /s/ Jon A. Faulkner
Jon A. Faulkner
Chief Financial Officer