

FLEXSTEEL INDUSTRIES INC
Form 8-K
December 08, 2016

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 5, 2016

FLEXSTEEL INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|--|--|
| Minnesota (State or other jurisdiction of incorporation) | 0-5151 (Commission File Number) | 42-0442319 (IRS Employer Identification No.) |
|---|--|--|

| | |
|---|----------------------------|
| 385 Bell Street, Dubuque, Iowa (Address of principal executive offices) | 52001 (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))

Item 5.03 Amendments to Articles of Incorporation or Bylaws

On December 5, 2016, the Company's shareholders approved changes to the Company's Amended and Restated Articles of Incorporation. The Amended and Restated Articles of Incorporation are attached as Exhibit 3.1.

The Company's Board of Directors 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 Holders.

The Annual Meeting of Shareholders of Flexsteel Industries, Inc. was held on December 5, 2016. The proposals were as follows:

1. To elect three (3) Class III Directors to serve until the year 2019 Annual Meeting and until their respective successors have been elected and qualified or until their earlier resignation, removal or termination.
2. Advisory vote to approve executive compensation.
3. To consider a proposal to amend Article IV of the Amended and Restated Articles of Incorporation regarding authorized capital.

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

| Proposal | For | Withheld | Against | Abstain | Broker Non-Votes |
|--|-----------|----------|---------|---------|------------------|
| I. Election of Directors | | | | | |
| <u>Nominee</u> | | | | | |
| Jeffrey T. Bertsch | 6,112,231 | 133,108 | | | |
| Michael J. Edwards | 6,025,707 | 219,632 | | | |
| Nancy E. Uridil | 6,077,660 | 167,679 | | | |
| II. Advisory vote to approve executive compensation | 5,909,942 | | 228,758 | 106,647 | |
| III. Amend Article IV of the Articles of Incorporation | 6,213,331 | | 20,626 | 11,382 | |

Item 9.01 Financial Statements and Exhibits.

Exhibit 3.1 – Amended and Restated Articles of Incorporation adopted December 5, 2016.

Exhibit 3.2 – Amended and Restated Bylaws adopted December 5, 2016.

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 7, 2016 By: /s/ Timothy E. Hall
Timothy E. Hall
Vice President-Finance, CFO,
Treasurer and Secretary
Principal Financial and Accounting Officer