

FOX FACTORY HOLDING CORP

Form 8-K

June 09, 2014

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): June 5, 2014

Fox Factory Holding Corp.

(Exact name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

001-36040

(Commission
File Number)

26-1647258

(IRS Employer
Identification Number)

915 Disc Drive

Scotts Valley, California 95066

(Address of Principal Executive Offices) (Zip Code)

(831) 274-6500

(Registrant's Telephone Number, Including Area Code)

N/A

(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))

Item 5.07 Submission of Matters to a Vote of Security Holders.

The 2014 Annual Meeting of Stockholders (the "Annual Meeting") of Fox Factory Holding Corp. (the "Company") was held on June 5, 2014, at 9:00 a.m. Pacific Daylight Time. A total of 36,594,086 shares of the Company's common stock were entitled to vote as of April 16, 2014, the record date for the Annual Meeting. A total of 31,374,715 shares of the Company's common stock were present or represented by proxy at the meeting, representing approximately 85.74% of the shares outstanding and entitled to vote at the Annual Meeting, thus providing a quorum.

Set forth below are the matters acted upon by the shareholders and the number of votes with respect to each proposal, as certified by the inspector of elections.

Proposal No. 1: Election of Directors

The Company's stockholders elected Joseph Hagin and Dudley Mendenhall to serve on the Company's Board of Directors as Class I directors, for a three year term, ending at the 2017 Annual Meeting, by the votes indicated below:

| Director Nominee | For | Against | Abstain | Withheld | Broker Non-Votes |
|-------------------|------------|-----------|---------|----------|------------------|
| Joseph Hagin | 29,183,358 | 1,195,066 | 209 | — | 996,082 |
| Dudley Mendenhall | 29,940,456 | 437,968 | 209 | — | 996,082 |

Proposal No. 2: Ratification of Appointment of Independent Registered Public Accounting Firm

The proposal to ratify the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014 was approved by the votes indicated below:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 31,354,333 | 20,223 | 159 | — |

Proposal No. 3: Proposal to approve the Fox Factory Holding Corp. 2013 Omnibus Plan.

The proposal to approve the Fox Factory Holding Corp. 2013 Omnibus Plan was approved by the votes indicated below:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 29,356,723 | 1,020,916 | 994 | 996,082 |

For more information regarding Proposals 1 through 3, please refer to the Company's definitive proxy statement, as filed with the Securities and Exchange Commission on April 24, 2014.

SIGNATURE

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 thereunto duly authorized.

Date: June 9, 2014

Fox Factory Holding Corp.
By: /s/ David M. Haugen
David M. Haugen
Corporate Secretary