

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b)

On December 18, 2017, Carl Nichols informed Fox Factory Holding Corp. (the “Company”) of his intent to resign from the Board of Directors of the Company (the “Board”), including from his positions as Chairman of the Nominating and Governance Committee of the Board and as a member of the Audit Committee of the Board, effective January 5, 2018. Mr. Nichols’ decision to resign is solely for personal reasons, and did not involve any disagreement between himself and the Company, the Company’s management, or the Board. The Board intends to fill the vacancy created by Mr. Nichols’ departure in due course, when it identifies an appropriate candidate. In the interim, the Board intends to make an appointment to its Audit Committee to ensure ongoing compliance with the applicable NASDAQ listing rules.

Item 7.01 Regulation FD Disclosure

On December 21, 2017, the Company issued a press release announcing Mr. Nichols’ intention to resign, which is attached hereto as Exhibit 99.1.

The information contained or incorporated in this Item 7.01 of this Current Report is being furnished, and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following exhibits are furnished herewith:

Exhibit Number Description

99.1 Copy of press release issued by Fox Factory Holding Corp. on December 21, 2017

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.

Fox Factory Holding Corp.

Date: December 21, 2017 By: /s/ ZVI GLASMAN

Zvi Glasman
Chief Financial Officer and Treasurer