

DILLARD'S, INC.  
Form 8-K  
May 22, 2018

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 19, 2018

Dillard's, Inc.

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(Exact Name of Registrant as Specified in its Charter)

Delaware

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(State or Other Jurisdiction of Incorporation)

1-6140	71-0388071
(Commission File Number)	(I.R.S. Employer Identification No.)

1600 Cantrell Road	
Little Rock, Arkansas	72201
(Address of Principal Executive Offices)	(Zip Code)

(501) 376-5200  
(Registrant's Telephone Number, Including Area Code)

Not Applicable  
(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 (§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. ☐

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

Dillard's, Inc. (the "Company") held its Annual Meeting of Stockholders on May 19, 2018 in Little Rock, Arkansas. The following matters were submitted to a vote of the stockholders, the results of which were as follows:

## 1. Election of Directors

	Votes For	Votes Against	Votes Abstained	Broker Non-Votes
Class A. Nominees:				
Frank R. Mori	19,356,813	514,750	17,316	1,292,665
Reynie Rutledge	19,539,570	332,424	16,885	1,292,665
J.C. Watts, Jr.	19,533,258	339,304	16,317	1,292,665
Nick White	19,355,395	514,237	19,247	1,292,665
Class B Nominees:				
Robert C. Connor	3,998,776	-	-	-
Alex Dillard	3,998,776	-	-	-
Mike Dillard	3,998,776	-	-	-
William Dillard, II	3,998,776	-	-	-
James I. Freeman	3,998,776	-	-	-
H. Lee Hastings, III	3,998,776	-	-	-
Drue Matheny	3,998,776	-	-	-
Warren A. Stephens	3,998,776	-	-	-

## Other Proposals

	Votes For	Votes Against	Votes Abstained	Broker Non-Votes
Ratification of the selection of KPMG LLP as the Company's independent registered public accounting firm for 2018:	24,903,270	259,576	17,474	-
3. Stockholder proposal to separate the positions of the Chairman and Chief Executive Officer of the Company:	7,548,633	16,198,736	140,286	1,292,665

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 hereunto duly authorized.

DILLARD'S, INC.

DATED: May 22, 2018 By: /s/ Phillip R. Watts

Name: Phillip R. Watts

Title: Senior Vice President, Co-Principal Financial Officer and Principal Accounting Officer

By: /s/ Chris B. Johnson

Name: Chris B. Johnson

Title: Senior Vice President and Co-Principal Financial Officer