

BUCKLE INC  
Form 8-K  
June 01, 2017

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

May 30, 2017  
Date of Report (date of earliest event reported)

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

Nebraska                                      001-12951      47-0366193  
(State or other jurisdiction of      (Commission      (I.R.S. Employer  
incorporation or organization)      File Number)      Identification No.)

2407 West 24th Street, Kearney, Nebraska      68845-4915  
(Address of principal executive offices)      (Zip Code)

Registrant's telephone number, including area code: (308) 236-8491

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(Former name, former address and former fiscal year 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))

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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

The Buckle, Inc. held its Annual Meeting of Shareholders on May 30, 2017. The table below shows the final results of the voting at the Annual Meeting:

|  | For        | Against   | Withheld   | Broker<br>Non-Votes |                     |
|--|------------|-----------|------------|---------------------|---------------------|
| <b>Proposal 1 - Election of Board of Directors:</b>  |            |           |            |                     |                     |
| Daniel J. Hirschfeld   | 41,136,817 | —         | 699,076    | 4,312,912           |                     |
| Dennis H. Nelson   | 41,757,565 | —         | 78,328     | 4,312,912           |                     |
| Karen B. Rhoads  | 38,922,863 | —         | 2,913,030  | 4,312,912           |                     |
| Robert E. Campbell   | 40,862,236 | —         | 973,657    | 4,312,912           |                     |
| Bill L. Fairfield  | 40,878,203 | —         | 957,690    | 4,312,912           |                     |
| Bruce L. Hoberman  | 39,604,507 | —         | 2,231,386  | 4,312,912           |                     |
| Michael E. Huss  | 41,486,797 | —         | 349,096    | 4,312,912           |                     |
| John P. Peetz, III   | 41,482,346 | —         | 353,547    | 4,312,912           |                     |
| James E. Shada   | 40,866,969 | —         | 968,924    | 4,312,912           |                     |
|  | For        | Against   | Abstain    | Broker<br>Non-Votes |                     |
| Proposal 2 - Ratify the selection of Deloitte & Touche LLP as independent registered public accounting firm: | 45,873,198 | 237,352   | 38,255     | —                   |                     |
| Proposal 3 - Approve the Company's 2017 Management Incentive Plan:   | 41,387,208 | 398,748   | 49,937     | 4,312,912           |                     |
| Proposal 4 - Advisory vote on overall executive compensation:  | 41,241,746 | 533,532   | 60,615     | 4,312,912           |                     |
|  | 3 Years    | 2 Years   | 1 Year     | Abstain             | Broker<br>Non-Votes |
| Proposal 5 - Advisory vote on the frequency of future advisory votes on overall executive compensation:      | 24,490,943 | 45,290    | 17,262,964 | 36,696              | 4,312,912           |
|  | For        | Against   | Abstain    | Broker<br>Non-Votes |                     |
| Proposal 6 - Approve the limitations on the liability of Directors:  | 41,511,887 | 257,881   | 66,125     | 4,312,912           |                     |
| Proposal 7 - Approve the provisions for indemnification of Directors:  | 41,534,713 | 234,899   | 66,281     | 4,312,912           |                     |
| Proposal 8 - Approve the voting threshold required for stockholders to call a special meeting:               | 35,559,273 | 6,214,034 | 62,586     | 4,312,912           |                     |

With respect to Proposal 5, the Company has decided it will hold future advisory votes on overall compensation of its Named Executive Officers every 3 years.



ITEM 8.01. Other Events

The following information is furnished pursuant to Item 8.01 “Other Events.” On May 31, 2017, The Buckle, Inc. issued a press release announcing a quarterly dividend of \$0.25 per share to be paid on July 26, 2017, for shareholders of record at the close of business on July 14, 2017.

The full text of the press release is furnished as Exhibit 99.1 to this report.

ITEM 9.01(d). Exhibits

Exhibit 99.1 Press Release Dated May 31, 2017

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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.

The Buckle, Inc.

Date: June 1, 2017 By: /s/ KAREN B. RHOADS

Name: Karen B. Rhoads

Title: Senior Vice President of Finance  
and Chief Financial Officer

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EXHIBIT INDEX

Exhibit 99.1 Press Release Dated May 31, 2017