

Under Armour, Inc.  
Form 8-K  
May 07, 2012

**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 1, 2012

**UNDER ARMOUR, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**001-33202**  
(Commission  
File Number)

**52-1990078**  
(I.R.S. Employer  
Identification No.)

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**1020 Hull Street, Baltimore, Maryland**

(Address of principal executive offices)

**Registrant's telephone number, including area code: (410) 454-6428**

**21230**

(Zip Code)

(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 Annual Meeting of Stockholders (the Annual Meeting ) of Under Armour, Inc. (the Company ) was held on May 1, 2012. At the Annual Meeting, the stockholders voted on the following four proposals and cast their votes as described below.

**Proposal 1**

The individuals listed below were elected at the Annual Meeting to serve on the Company's Board of Directors until the next Annual Meeting of Stockholders and until their respective successors are elected and qualified. The voting results were as follows:

Nominees	For	Withhold Authority to Vote	Broker Non-Votes
Kevin A. Plank	139,800,490	643,532	8,446,578
Byron K. Adams, Jr.	139,388,355	1,055,667	8,446,578
Douglas E. Coltharp	140,183,775	260,247	8,446,578
Anthony W. Deering	139,373,771	1,070,251	8,446,578
A.B. Krongard	140,198,932	245,090	8,446,578
William R. McDermott	138,568,725	1,875,297	8,446,578
Harvey L. Sanders	139,354,940	1,089,082	8,446,578
Thomas J. Sippel	139,379,767	1,064,255	8,446,578

**Proposal 2**

The stockholders approved the Company's executive compensation, in a non-binding advisory vote. The voting results were as follows:

For	Against	Abstain	Broker Non-Votes
136,144,622	4,272,149	27,251	8,446,578

**Proposal 3**

The stockholders approved an amendment to the Company's Amended and Restated 2005 Omnibus Long-Term Incentive Plan related to performance based equity awards. The voting results were as follows:

For	Against	Abstain	Broker Non-Votes
138,539,052	1,882,113	22,857	8,446,578

**Proposal 4**

The stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2012. The voting results were as follows:

For	Against	Abstain
148,627,711	229,003	33,886

No other matters were submitted for stockholder action.

**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.

UNDER ARMOUR, INC.

Date: May 7, 2012

By: /s/ JOHN P. STANTON  
John P. Stanton  
Vice President, Corporate Governance and Compliance and  
Secretary