

DECKERS OUTDOOR CORP
Form 8-K
September 16, 2016

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): September 12, 2016

DECKERS OUTDOOR CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

000-22446

(Commission File Number)

250 Coromar Drive, Goleta, California

(Address of principal executive offices)

95-3015862

(IRS Employer Identification No.)

93117

(Zip code)

Registrant's telephone number, including area code: (805) 967-7611

(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))

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

On September 12, 2016, Deckers Outdoor Corporation (the "Company") held its 2016 Annual Meeting of Stockholders (the "Annual Meeting"), virtually via live webcast at <http://www.virtualshareholdermeeting.com/DECK>, during which the Company's stockholders voted on three proposals. The Company had 32,034,511 shares of common stock outstanding on July 14, 2016, the record date for the Annual Meeting. At the Annual Meeting, 30,114,443 shares of common stock were present virtually or represented by proxy.

The following sets forth the final results of the voting for the three proposals voted upon at the Annual Meeting. These matters are described in more detail in the Company's definitive proxy statement on Schedule 14A, which the Company filed with the Securities and Exchange Commission on July 25, 2016 (the "Proxy Statement").

Election of Directors (Proposal No. 1)

The stockholders elected ten candidates nominated by the Board of Directors of the Company to serve as directors of the Company until the annual meeting of stockholders to be held in 2017 or until their successors are elected and duly qualified. The following sets forth the results of the voting with respect to each candidate:

| Name of Candidate | Shares Voted | | |
|------------------------|--------------|--------------------|------------------|
| | For | Authority Withheld | Broker Non-Votes |
| Angel R. Martinez | 27,653,304 | 360,001 | 2,101,138 |
| John M. Gibbons | 27,668,870 | 344,435 | 2,101,138 |
| Karyn O. Barsa | 27,620,417 | 392,888 | 2,101,138 |
| Nelson C. Chan | 27,691,042 | 322,263 | 2,101,138 |
| Michael F. Devine, III | 27,618,151 | 395,154 | 2,101,138 |
| John G. Perenchio | 27,320,019 | 693,286 | 2,101,138 |
| Dave Powers | 27,688,817 | 324,488 | 2,101,138 |
| James Quinn | 21,249,104 | 6,764,201 | 2,101,138 |
| Lauri M. Shanahan | 27,619,801 | 393,504 | 2,101,138 |
| Bonita C. Stewart | 27,340,956 | 672,349 | 2,101,138 |

Ratification of the Appointment of KPMG LLP as Independent Registered Public Accounting Firm (Proposal No. 2)

The stockholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year 2017, which covers the period from April 1, 2016 to March 31, 2017. The following sets forth the results of the voting with respect to this proposal:

Shares Voted

| For | Against | Abstentions |
|------------|---------|-------------|
| 29,717,477 | 247,561 | 149,405 |

Advisory Vote on Executive Compensation (Proposal No. 3)

The stockholders approved, on a non-binding advisory basis, the compensation of the Company's named executive officers, as described in the Proxy Statement. The following sets forth the results of the voting with respect to this proposal:

Shares Voted

| For | Against | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 18,706,871 | 9,134,040 | 172,394 | 2,101,138 |

No other matters were presented for consideration or stockholder action at the Annual Meeting.

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.

Date: September 15, 2016

Deckers Outdoor Corporation
/s/ Thomas A. George
Thomas A. George, Chief Financial Officer