

HOOKER FURNITURE CORP  
Form 8-K  
June 06, 2018

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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): June 5, 2018

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HOOKER FURNITURE CORPORATION  
(Exact name of registrant as specified in its charter)

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|--|---|--|
| <u>Virginia</u><br>(State or other jurisdiction of<br>incorporation or organization) | <u>000-25349</u><br>(Commission File No.) | <u>54-0251350</u><br>(I.R.S. Employer<br>Identification No.) |
|--|---|--|

|   |              |   |
|---|--------------|---|
| 440 East Commonwealth Boulevard,<br><u>Martinsville, Virginia</u> | <u>24112</u> | <u>(276) 632-2133</u>                                   |
| (Address of principal executive offices)                          | (Zip Code)   | (Registrant's telephone number,<br>including area code) |

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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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

At the Annual Meeting of Shareholders of Hooker Furniture Corporation (the “Company”) held on June 5, 2018, shareholders voted on the matters described below:

1. The Company’s shareholders elected each of the following eight directors to serve a one-year term on the Company’s Board of Directors by the following vote:

| Director                   | Votes     |          | Broker    |
|----------------------------|-----------|----------|-----------|
|                            | For       | Withheld | Non-votes |
| Paul B. Toms, Jr.          | 9,344,089 | 190,636  | 1,161,527 |
| W. Christopher Beeler, Jr. | 9,351,189 | 183,536  | 1,161,527 |
| Paulette Garafalo          | 9,400,042 | 134,683  | 1,161,527 |
| John L. Gregory, III       | 9,348,056 | 186,669  | 1,161,527 |
| Tonya H. Jackson           | 9,399,942 | 134,783  | 1,161,527 |
| E. Larry Ryder             | 9,392,204 | 142,521  | 1,161,527 |
| Ellen C. Taaffe            | 9,386,887 | 147,838  | 1,161,527 |
| Henry G. Williamson, Jr.   | 9,349,001 | 185,724  | 1,161,527 |

2. The Company’s shareholders ratified the selection of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending February 3, 2019 by the following vote:

| Votes For  | Votes   |         | Broker    |
|------------|---------|---------|-----------|
|            | Against | Abstain | Non-votes |
| 10,610,982 | 47,469  | 37,801  | -         |

3. The Company’s shareholders approved, on an advisory basis, the executive compensation program for its named executive officers as disclosed in the Company’s Proxy Statement for the Annual Meeting. The proposal was approved by the following vote:

| Votes For | Votes   |         | Broker    |
|-----------|---------|---------|-----------|
|           | Against | Abstain | Non-votes |
| 9,474,775 | 29,797  | 30,153  | 1,161,527 |

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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.

HOOKER FURNITURE CORPORATION

By: /s/ Paul A. Huckfeldt

Paul A. Huckfeldt

Chief Financial Officer and

Senior Vice-President – Finance and Accounting

Date: June 6, 2018