

FOX FACTORY HOLDING CORP

Form 8-K

May 12, 2015

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 7, 2015

Fox Factory Holding Corp.

(Exact name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

001-36040

(Commission
File Number)

26-1647258

(IRS Employer
Identification Number)

915 Disc Drive

Scotts Valley, California 95066

(Address of Principal Executive Offices) (Zip Code)

(831) 274-6500

(Registrant's Telephone Number, Including Area Code)

N/A

(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))

Section 5 Corporate Governance and Management

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

The 2015 Annual Meeting of Stockholders (the “Annual Meeting”) of Fox Factory Holding Corp. (the “Company”) was held on May 7, 2015, at 1:00 p.m. Pacific Daylight Time. A total of 37,121,802 shares of the Company's common stock were entitled to vote as of March 12, 2015, the record date for the Annual Meeting. A total of 32,478,168 shares of the Company's common stock were present or represented by proxy at the meeting, representing approximately 87.49% of the shares outstanding and entitled to vote at the Annual Meeting, thus providing a quorum.

Set forth below are the matters acted upon by the stockholders and the number of votes with respect to each proposal, as certified by the inspector of elections.

Proposal No. 1: Election of Directors

The Company's stockholders elected Carl Nichols and Ted Waitman to serve on the Company's Board of Directors as Class II directors, for a three year term, ending at the 2018 Annual Meeting, by the votes indicated below:

| Director Nominee | For | Withheld | Broker Non-Votes |
|------------------|------------|----------|------------------|
| Carl Nichols | 31,245,477 | 512,360 | 720,331 |
| Ted Waitman | 31,109,832 | 648,005 | 720,331 |

Proposal No. 2: Ratification of Appointment of Independent Public Accountants

The appointment of Grant Thornton LLP as the Company's independent public accountants for the fiscal year ending December 31, 2015 was ratified by the Company's stockholders by the votes indicated below:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 32,284,545 | 181,938 | 11,685 | 0 |

For more information regarding Proposals 1 and 2, please refer to the Company's definitive proxy statement, as filed with the Securities and Exchange Commission on March 23, 2015.

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 thereunto duly authorized.

Date: May 12, 2015

Fox Factory Holding Corp.

By: /s/ Zvi Glasman

Zvi Glasman

Chief Financial Officer and Treasurer