

Under Armour, Inc.  
Form 8-K  
May 14, 2018

**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 9, 2018**

**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.)**

**1020 Hull Street, Baltimore, Maryland**

**21230**

(Address of principal executive offices)

(Zip Code)

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

(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))

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.

**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 9, 2018. At the Annual Meeting, the stockholders voted on three proposals and cast their votes as described below. The record date for this meeting was February 23, 2018.

**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:

<b>Nominees</b>	<b>For</b>	<b>Withhold Authority To Vote</b>	<b>Broker Non-Votes</b>
Kevin A. Plank	422,624,646	2,565,639	60,018,367
George W. Bodenheimer	420,500,975	4,689,310	60,018,367
Douglas E. Coltharp	422,751,712	2,438,573	60,018,367
Jerri L. DeVard	420,739,857	4,450,428	60,018,367
Karen W. Katz	405,959,478	19,230,807	60,018,367
A.B. Krongard	422,634,581	2,555,704	60,018,367
William R. McDermott	397,177,276	28,013,009	60,018,367
Eric T. Olson	405,607,390	19,582,895	60,018,367
Harvey L. Sanders	419,983,451	5,206,834	60,018,367

**Proposal 2**

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

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
405,547,105	19,241,861	401,319	60,018,367

**Proposal 3**

The stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2018. The voting results were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
481,516,846	3,083,419	608,387

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 14, 2018

By: /s/ JOHN P. STANTON  
John P. Stanton  
Executive Vice President, General Counsel &  
Secretary