

CROWN CRAFTS INC  
Form 8-K  
August 14, 2013

**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): August 13, 2013**

**Crown Crafts, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**1-7604**

(Commission File Number)

**58-0678148**

(IRS Employer Identification No.)

**916 South Burnside Avenue, Gonzales, LA 70737**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(225) 647-9100**

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(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))

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Item 2.02. Results of Operations and Financial Condition

On August 14, 2013, Crown Crafts, Inc. (the “Company”) issued a press release announcing its financial results for the first quarter of fiscal year 2014, which ended June 30, 2013. A copy of that press release is attached hereto as Exhibit 99.1.

The information in this Item 2.02 is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of such section. The information in this Item 2.02 shall not be incorporated by reference into any registration statement or document pursuant to the Securities Act of 1933, as amended.

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

The 2013 Annual Meeting of Stockholders of the Company was held on August 13, 2013 at the Company’s executive offices, located at 916 South Burnside Avenue, Third Floor, Gonzales, Louisiana. The following tables reflect the tabulation of the votes with respect to each proposal submitted to a vote of the Company’s stockholders at the 2013 Annual Meeting. Abstentions were counted as present for the purpose of establishing a quorum, but were not treated as votes cast on each respective proposal.

PROPOSAL 1: ELECTION OF DIRECTORS

To elect one member to the Board of Directors to hold office as a Class I Director until the 2016 Annual Meeting of Stockholders. The Class I Nominee that received a plurality of the properly cast votes of the outstanding shares of Series A common stock entitled to vote on this proposal was E. Randall Chestnut, who was thereby elected as the Company’s Class I Director. The tabulation of the results of the voting is as follows:

<u>Nominee</u>	<u>For</u>	<u>Authority Withheld</u>	<u>Broker Non-Votes</u>
E. Randall Chestnut	5,823,383	181,521	3,106,395

PROPOSAL 2: RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITOR

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To ratify the appointment of KPMG LLP as the Company's independent auditor for the fiscal year ending March 30, 2014. This proposal was approved by properly cast votes in the affirmative of a majority of the outstanding shares of Series A common stock entitled to vote on this proposal. The tabulation of the results of the voting is as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
8,910,222	102,826	98,251	0

PROPOSAL 3: ADVISORY APPROVAL OF EXECUTIVE COMPENSATION

To approve, on an advisory basis, the compensation of the Company's named executive officers. This proposal was approved by properly cast votes in the affirmative of a majority of the outstanding shares of Series A common stock entitled to vote on this proposal. The tabulation of the results of the voting is as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
5,549,727	117,704	337,473	3,106,395

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PROPOSAL 4: ADVISORY VOTE ON THE FREQUENCY OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION

To vote, on an advisory basis, on the frequency of holding future advisory votes on the compensation of the Company's named executive officers. The tabulation of the results of the voting is as follows:

<u>One Year</u>	<u>Two Years</u>	<u>Three Years</u>	<u>Abstain</u>
2,797,826	74,681	3,047,144	85,253

In consideration of this vote, the Company's Board of Directors has determined that it will include a non-binding, advisory vote on the compensation of the Company's named executive officers in its proxy materials every three years until the next required advisory vote on the frequency of stockholder advisory votes on named executive officer compensation.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release dated August 14, 2013.

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 thereunto duly authorized.

CROWN CRAFTS, INC.

Date: August 14, 2013

/s/ Olivia W. Elliott

Olivia W. Elliott  
Vice President and Chief Financial  
Officer

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Exhibit Index

Exhibit No.    Description of Exhibit

99.1            Press Release dated August 14, 2013.