

AARON'S INC
Form 8-K
May 08, 2015

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 6, 2015

AARON S, INC.

(Exact name of Registrant as Specified in its Charter)

Georgia
(State or other Jurisdiction of
Incorporation or Organization)

1-13941
(Commission
File Number)

58-0687630
(IRS Employer
Identification No.)

309 E. Paces Ferry Road, N.E.

30305-2377

Atlanta, Georgia
(Address of principal executive offices) **(Zip code)**
Registrant's telephone number, including area code: (404) 231-0011

Not Applicable

(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On Wednesday, May 6, 2015, Aaron's, Inc. (the Company) held its annual meeting of shareholders in Atlanta, Georgia. At the annual meeting, the Company's shareholders approved the Aaron's, Inc. 2015 Equity and Incentive Plan (the 2015 Equity and Incentive Plan). A description of the material terms of the 2015 Equity and Incentive Plan is set forth under the heading Proposal 4 Approval of Aaron's, Inc. 2015 Equity and Incentive Plan in the proxy statement filed by the Company with the Securities and Exchange Commission on April 7, 2015, which description is hereby incorporated into this Item 5.02 by reference. The 2015 Equity and Incentive Plan is included as Exhibit 10.1 to this Current Report on Form 8-K.

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

As described above under Item 5.02, the Company held its annual meeting of shareholders in Atlanta, Georgia on Wednesday, May 6, 2015. As of March 26, 2015, the record date for the annual meeting, there were 72,530,222 shares of the Company's common stock outstanding and entitled to vote at the annual meeting. 70,069,273 shares of the Company's common stock were represented at the annual meeting in person or by proxy, representing 96.61% of the aggregate number of shares of common stock entitled to vote at the annual meeting. At the meeting, the Company's shareholders took the following actions and elected each of the director nominees to serve as directors until the expiration of such director nominee's term and until such director nominee's successor is duly elected and qualified or until such director nominee's earlier resignation, removal from office or death, having cast the following votes:

Proposal 1 Election of directors

| | For | Against | Abstain | Non-Votes |
|----------------------|------------|----------------|----------------|------------------|
| Matthew E. Avril | 66,491,780 | 1,256,989 | 47,465 | 2,273,039 |
| Leo Benatar | 66,151,575 | 1,603,086 | 41,573 | 2,273,039 |
| Kathy T. Betty | 66,482,144 | 1,273,259 | 40,831 | 2,273,039 |
| Brian R. Kahn | 66,757,915 | 988,634 | 49,685 | 2,273,039 |
| H. Eugene Lockhart | 66,637,822 | 1,113,725 | 44,687 | 2,273,039 |
| John W. Robinson III | 66,893,607 | 863,801 | 38,826 | 2,273,039 |
| Ray Robinson | 64,160,366 | 3,596,242 | 39,626 | 2,273,039 |

Continuing Class III Directors serving until the 2016 annual meeting of shareholders are Cynthia N. Day, Hubert L. Harris, Jr. and David L. Kolb.

Proposal 2 Approval of a non-binding resolution to approve the Company's executive compensation

| For | Against | Abstain | Non-Votes |
|------------|----------------|----------------|------------------|
| 60,651,170 | 7,082,789 | 62,275 | 2,273,039 |

Proposal 3 Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting

firm for 2015

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| | For | Against | Abstain | Non-Votes |
|-------------------|---|----------------|----------------|------------------|
| | 69,165,182 | 846,905 | 57,186 | 0 |
| <i>Proposal 4</i> | <i>Adopt and approve the Aaron's, Inc. 2015 Equity and Incentive Plan</i> | | | |

| | For | Against | Abstain | Non-Votes |
|--|------------|----------------|----------------|------------------|
| | 66,978,796 | 764,483 | 52,955 | 2,273,039 |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

| Exhibit No. | Description |
|--------------------|--|
| 10.1 | Aaron's, Inc. 2015 Equity and Incentive Plan (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement filed on April 7, 2017). |

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.

AARON S, INC.

By: /s/ Gilbert L. Danielson
Gilbert L. Danielson

Executive Vice President, Chief Financial Officer

Date: May 8, 2015