





Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On December 19, 2018, the Board of Directors of Vista Outdoor Inc. (“Vista Outdoor” or the “Company”) announced that it has elected Michael Robinson to serve as an independent member of the Board of Directors, effective, December 17, 2018, and appointed him to the Nominating and Corporate Governance and Management Development and Compensation Committees.

Mr. Robinson, age 53, was most recently employed as the Executive Vice President – Customer Experience, Product Management and Digital Revenue at Macy’s Inc. from 2015 to 2018 and was the Senior Vice President – Digital Technology at Macy’s Inc. from 2010 to 2015. Macy’s Inc. is an omni-channel retail organization that operates stores, websites, and mobile applications that sells a range of merchandise, including apparel and accessories for men, women, and children; cosmetics; home furnishings; and other consumer goods. Before joining Macy’s, Mr. Robinson was the Vice President – IT Strategy, Business Planning and Global Corporate Systems Development from 2005 to 2010 at Gap, Inc., an American worldwide clothing and accessories retailer. Prior his employment at Gap, Inc., he was the Associate Partner - Distribution Sector – Retail and Biotech Industries at IBM Business Consulting Services, which is the professional services arm of IBM, from 2001 to 2005. Mr. Robinson also previously held roles at PricewaterhouseCoopers and Johnson & Johnson. Mr. Robinson has been selected to serve as a director due to his leadership and extensive digital technology and ecommerce knowledge gained from over 20 years of experience at several large and complex businesses.

The compensation arrangement with Mr. Robinson, effective as of the date of his appointment on December 17, 2018, includes compensation consistent with other independent member of the Board of Directors discussed in the Director Compensation section of our proxy statement filed with the Securities and Exchange Commission on June 18, 2018, including both cash and equity compensation in the amounts previously approved by the Board of Directors for independent members thereof. In addition, Mr. Robinson received an award of restricted stock units to be made pursuant to the Company’s 2014 Stock Incentive Plan having a value equal to \$110,000, which units shall vest in three equal installments on the first, second and third anniversaries of the grant date subject to his continued service on the Board through the applicable vesting date.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
<u>99.1</u>	<u>Press release, dated December 19, 2018.</u>

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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.

VISTA OUTDOOR INC.

By: /s/ Scott D. Chaplin

Name: Scott D. Chaplin

Title: Senior Vice President, General Counsel and Secretary

Date: December 18, 2018