

Under Armour, Inc.
Form 8-K
May 02, 2016

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): April 28, 2016

UNDER ARMOUR, INC.

Maryland 001-33202 52-1990078
(State or other jurisdiction of (Commission (I.R.S. Employer
incorporation or organization) File Number) 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))

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 April 28, 2016. 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 26, 2016.

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:

| Nominees | For | Withhold Authority to Vote | Broker Non-Votes |
|-----------------------|-------------|----------------------------|------------------|
| Kevin A. Plank | 454,752,947 | 2,110,321 | 51,339,237 |
| Byron K. Adams, Jr. | 455,468,645 | 1,394,623 | 51,339,237 |
| George W. Bodenheimer | 455,908,408 | 954,860 | 51,339,237 |
| Douglas E. Coltharp | 421,893,611 | 34,969,657 | 51,339,237 |
| Anthony W. Deering | 422,006,194 | 34,857,074 | 51,339,237 |
| Karen W. Katz | 455,762,545 | 1,100,723 | 51,339,237 |
| A.B. Krongard | 421,751,478 | 35,111,790 | 51,339,237 |
| William R. McDermott | 454,155,682 | 2,707,586 | 51,339,237 |
| Eric T. Olson | 455,286,822 | 1,576,446 | 51,339,237 |
| Harvey L. Sanders | 455,269,867 | 1,593,401 | 51,339,237 |

Proposal 2

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

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 454,657,555 | 1,767,848 | 437,865 | 51,339,237 |

Proposal 3

The stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for 2016. The voting results were as follows:

| For | Against | Abstain |
|-------------|-----------|---------|
| 506,728,898 | 1,215,303 | 258,304 |

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 2, 2016 By: /s/ JOHN P.
STANTON
John P.
Stanton
Senior Vice
President,
General
Counsel &
Secretary