

ETHAN ALLEN INTERIORS INC

Form 8-K

November 18, 2016

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**United states**

**SECURITIES AND EXCHANGE COMMISSION**

**WashingtonD.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): November 16, 2016

**ETHAN ALLEN INTERIORS INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of

incorporation)

**1-11692**

(Commission File Number) (I.R.S. Employer Identification No.)

**06-1275288**

**Ethan Allen Drive**

**Danbury, CT**

(Address of principal executive offices) (Zip Code)

**06811**

Registrant's telephone number, including area code: **(203) 743-8000**

**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))

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**INFORMATION TO BE INCLUDED IN Report****Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

As described in item 5.07 of this Current Report on Form 8-K, at the November 16, 2016 Annual Meeting of Stockholders (the "Annual Meeting") held by Ethan Allen Interiors Inc. (the "Company") in Danbury, CT, the Company's stockholders voted on the approval of amendments to the Company's By-laws and Certificate of Incorporation ("COI"). The amendments were approved by the requisite voting percentages of stockholders.

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

The Company held its Annual Meeting on November 16, 2016. Set forth below are the final voting results for each of the proposals submitted to stockholders.

<b>1. Election of Directors</b>	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker</b>	
				<b>Non-Votes</b>	
M. Farooq Kathwari	25,170,982	345,134	40,860	1,100,738	
James B. Carlson	25,325,175	172,078	59,723	1,100,738	
John J. Dooner, Jr.	25,323,493	177,933	55,550	1,100,738	
Domenick J. Esposito	25,325,046	176,065	54,865	1,100,738	
Mary Garrett	25,490,566	13,809	52,601	1,100,738	
James W. Schmotter	25,328,639	171,059	57,278	1,100,738	
Tara I. Stacom	25,336,167	166,603	54,206	1,100,738	

  

<b>Proposal</b>	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker</b>	
				<b>Non-Votes</b>	
<b>2. By-law Amendments for Director Nominations</b>	24,828,219	676,794	51,963	1,100,738	
<b>3. By-law Amendments for "Proxy Access"</b>	23,461,414	2,031,860	63,702	1,100,738	
<b>4. By-law Amendments for Majority Voting</b>	25,471,779	65,424	19,773	1,100,738	
<b>5. COI / By-law Amendments for Director Removal</b>	26,472,802	50,901	134,011	-	
<b>6. Say on Pay</b>	24,465,846	1,020,947	70,183	1,100,738	
<b>7. Ratify Auditors</b>	26,462,424	118,676	76,604	-	

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

See Index to Exhibits attached hereto

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ETHAN ALLEN INTERIORS INC.

Date: November 18,2016

By: /s/ Eric D. Koster  
Eric D. Koster  
*Vice President, General Counsel &  
Secretary*

**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Exhibit Description</u>
3(a)	Amended and Restated Certificate of Incorporation of Ethan Allen Interiors Inc. dated as of November 16, 2016
3(d)	Amended and Restated Bylaws of Ethan Allen Interiors Inc. dated as of November 16, 2016