

ETHAN ALLEN INTERIORS INC

Form 8-K

November 21, 2014

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**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): November 18, 2014

**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))

**INFORMATION TO BE INCLUDED IN Report**

**SECTION 5 – CORPORATE GOVERNANCE AND MANAGEMENT**

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

On November 18, 2014, Ethan Allen Interiors Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the following proposals were voted on and approved by the Company’s Stockholders:

**Proposal 1:** Election of Board of Directors. The following individuals were duly elected to serve for terms expiring in 2016:

| <b><u>Name of Director</u></b> | <b><u>For</u></b> | <b><u>Withheld</u></b> | <b><u>Broker Non-Vote</u></b> |
|--------------------------------|-------------------|------------------------|-------------------------------|
| M. Farooq Kathwari             | 26,126,474        | 659,997                | 1,053,485                     |
| James B. Carlson               | 26,587,397        | 199,074                | 1,053,485                     |
| Clinton A. Clark               | 26,005,474        | 780,997                | 1,053,485                     |
| John J. Dooner, Jr.            | 26,317,948        | 468,523                | 1,053,485                     |
| Kristin Gamble                 | 26,004,803        | 781,668                | 1,053,485                     |
| James W. Schmotter             | 26,368,535        | 417,936                | 1,053,485                     |
| Frank G. Wisner                | 26,287,600        | 498,871                | 1,053,485                     |

**Proposal 2:** Shareholders ratified the selection of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending June 30, 2015:

| <b>For</b>        | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|-------------------|----------------|----------------|------------------------|
| <b>27,610,980</b> | <b>98,722</b>  | <b>130,254</b> | <b>—</b>               |

**Proposal 3:** Shareholders approved the advisory vote on Executive compensation:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|------------|----------------|----------------|------------------------|
|------------|----------------|----------------|------------------------|

**24,537,469 1,333,449 915,553 1,053,485**

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 21, 2014      By: /s/ Eric D. Koster  
Eric D. Koster  
*Vice President, General Counsel & Secretary*