





Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Dillard's, Inc. (the "Company") held its Annual Meeting of Stockholders on May 20, 2017 in Little Rock, Arkansas. The following matters were submitted to a vote of the stockholders, the results of which were as follows:

## 1. Election of Directors

|                                                                                                                       | Votes For  | Votes Against | Votes Abstained | Broker Non-Votes |
|-----------------------------------------------------------------------------------------------------------------------|------------|---------------|-----------------|------------------|
| Class A. Nominees:                                                                                                    |            |               |                 |                  |
| Frank R. Mori                                                                                                         | 22,183,549 | 465,818       | 37,232          | 2,021,579        |
| Reynie Rutledge                                                                                                       | 22,487,335 | 162,163       | 37,101          | 2,021,579        |
| J.C. Watts, Jr.                                                                                                       | 22,506,231 | 167,959       | 12,409          | 2,021,579        |
| Nick White                                                                                                            | 22,471,748 | 178,771       | 36,080          | 2,021,579        |
| Class B Nominees:                                                                                                     |            |               |                 |                  |
| Robert C. Connor                                                                                                      | 4,008,776  | -             | -               | -                |
| Alex Dillard                                                                                                          | 4,008,776  | -             | -               | -                |
| Mike Dillard                                                                                                          | 4,008,776  | -             | -               | -                |
| William Dillard, II                                                                                                   | 4,008,776  | -             | -               | -                |
| James I. Freeman                                                                                                      | 4,008,776  | -             | -               | -                |
| H. Lee Hastings, III                                                                                                  | 4,008,776  | -             | -               | -                |
| Drue Matheny                                                                                                          | 4,008,776  | -             | -               | -                |
| Warren A. Stephens                                                                                                    | 4,008,776  | -             | -               | -                |
| Other Proposals                                                                                                       |            |               |                 |                  |
|                                                                                                                       | Votes For  | Votes Against | Votes Abstained | Broker Non-Votes |
| 2. Ratification of the selection of KPMG LLP as the Company's independent registered public accounting firm for 2017: | 28,689,192 | 13,445        | 14,317          | -                |
| 3. Approve an amendment to the Dillard's, Inc. 2005 Non-Employee Director Restricted Stock Plan:                      | 25,063,774 | 1,616,937     | 14,664          | 2,021,579        |
| 4. Advisory vote on the compensation of the Company's named executive officers:                                       | 25,914,686 | 766,861       | 13,828          | 2,021,579        |

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|                                                                                                                           | Number of<br>Shares Voted<br>for One Year | Number of<br>Shares Voted<br>for Two Years | Number of Shares<br>Voted for Three<br>Years | Number<br>of Shares<br>Abstained | Broker<br>Non-Votes |                     |
|---------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|--------------------------------------------|----------------------------------------------|----------------------------------|---------------------|---------------------|
| 5. Advisory vote on the frequency of future advisory votes on the compensation of the Company's named executive officers: | 6,762,102                                 | 12,904                                     | 19,909,266                                   | 11,103                           | 2,021,579           |                     |
|                                                                                                                           |                                           |                                            | Votes For                                    | Votes<br>Against                 | Votes<br>Abstained  | Broker<br>Non-Votes |
| 6. Stockholder proposal to separate the positions of the Chairman and Chief Executive Officer of the Company:             |                                           |                                            | 6,101,727                                    | 20,577,190                       | 16,458              | 2,021,579           |

At the annual meeting, stockholders favored the recommended frequency of future advisory votes on executive compensation to be every three years. In light of such vote, on May 20, 2017, the Board of Directors of the Company determined that the Company intends to include the advisory vote on the compensation of our executive officers at annual meetings of stockholders every three years until the next required frequency vote.

SIGNATURE

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.

DILLARD'S, INC.

DATED: May 23, 2017 By: /s/ Phillip R. Watts

Name: Phillip R. Watts

Title: Senior Vice President, Co-Principal Financial Officer and Principal Accounting Officer

By: /s/ Chris B. Johnson

Name: Chris B. Johnson

Title: Senior Vice President and Co-Principal Financial Officer