

Summer Infant, Inc.
Form 8-K
August 05, 2015

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**

August 4, 2015

Date of Report (Date of earliest event reported)

SUMMER INFANT, INC.

(Exact Name of Registrant as Specified in Charter)

DELAWARE
(State or Other
Jurisdiction of Incorporation)

001-33346
(Commission File Number)

20-1994619
(IRS Employer
Identification No.)

1275 PARK EAST DRIVE
WOONSOCKET, RHODE ISLAND 02895

(Address of Principal Executive Offices) (Zip Code)

(401) 671-6550

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(Registrant's telephone number, including area code)

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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

At the Annual Meeting of Stockholders of Summer Infant, Inc. (the Company) held on August 4, 2015 (the Annual Meeting), the Company's stockholders approved an amendment to the Company's 2012 Incentive Compensation Plan (as amended, the Plan) to increase the number of shares of the Company's common stock reserved for issuance under the Plan from 1,100,000 shares to 1,700,000 shares. The foregoing description is qualified in its entirety by reference to the Plan, which is filed herewith as Exhibit 10.1 and is incorporated herein by reference.

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

Set forth below are the matters submitted at the Annual Meeting by the Company's Board of Directors to a vote of the Company's stockholders and the final results of the voting for each proposal.

Proposal 1: Election of Directors

Each of the following nominees for director was elected based on the following vote:

| Nominee | For | Withheld | Broker Non-Votes |
|----------------------|------------|-----------|------------------|
| Marty Fogelman | 12,857,362 | 1,232,118 | 2,307,916 |
| Robin Marino | 13,734,672 | 354,808 | 2,307,916 |
| Alan Mustacchi | 13,309,571 | 779,909 | 2,307,916 |
| Derial H. Sanders | 6,599,751 | 7,489,729 | 2,307,916 |
| Robert Stebenne | 13,302,298 | 787,182 | 2,307,916 |
| Richard Wenz | 12,980,536 | 1,108,944 | 2,307,916 |
| Stephen J. Zelkowitz | 13,744,580 | 344,900 | 2,307,916 |

Proposal 2: Approval and Adoption of Amendment to the Company's 2012 Incentive Compensation Plan

The proposed amendment to the Company's 2012 Incentive Compensation Plan to increase the number of shares available for issuance thereunder from 1,100,000 shares to 1,700,000 shares, was approved based on the following vote:

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| For | Against | Abstained | Broker Non-Votes |
|------------|----------------|------------------|-------------------------|
| 10,585,646 | 3,280,651 | 223,183 | 2,307,916 |

Proposal 3: Approval, on an Advisory Basis, of Named Executive Officer Compensation

The compensation of the Company's named executive officers for 2014 was approved by a non-binding advisory vote based upon the following vote:

| For | Against | Abstained | Broker Non-Votes |
|------------|---------|-----------|------------------|
| 13,261,221 | 815,968 | 12,291 | 2,307,916 |

Proposal 4: Ratification of Appointment of McGladrey LLP as Independent Auditor

The appointment of McGladrey LLP as the independent auditor of the Company for fiscal year ending January 2, 2016 was ratified based on the following vote:

| For | Against | Abstained |
|------------|---------|-----------|
| 16,222,889 | 172,458 | 2,049 |

Item 8.01. Other Events.

On August 4, 2015, the Company's Board of Directors approved changes to the membership of its committees, such that its committees are now composed of the following members:

| | | |
|------------------------|-------------------------------|--|
| <u>Audit Committee</u> | <u>Compensation Committee</u> | <u>Nominating/Governance Committee</u> |
| Alan Mustacchi, Chair | Marty Fogelman, Chair | Richard Wenz, Chair |
| Robin Marino | Derial H. Sanders | Marty Fogelman |
| Richard Wenz | Stephen J. Zelkowicz | Derial H. Sanders |
| | | Stephen J. Zelkowicz |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|----------------|--|
| 10.1 | 2012 Incentive Compensation Plan, as amended |

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.

SUMMER INFANT, INC.

Date: August 5, 2015

By:

/s/ William E. Mote, Jr.
William E. Mote, Jr.
Chief Financial Officer

EXHIBIT INDEX

| Exhibit Number | | Description |
|---------------------------|--|--|
| 10.1 | | 2012 Incentive Compensation Plan, as amended |