

## Section 1: 8-K (8-K)

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): June 10, 2020

## DICK'S SPORTING GOODS, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction of Incorporation)

001-31463  
(Commission File Number)

16-1241537  
(IRS Employer Identification No.)

345 Court Street, Coraopolis, PA 15108  
(Address of Principal Executive Offices)

(724) 273-3400  
(Registrant's Telephone Number, Including Area Code)

N/A  
(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))

**Securities registered pursuant to Section 12(b) of the Act:**

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.01 par value	DKS	The New York Stock Exchange

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.

## TABLE OF CONTENTS

<u>ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS</u>	<u>3</u>
<u>ITEM 7.01 REGULATION FD DISCLOSURE</u>	<u>3</u>
<u>ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS</u>	<u>3</u>
<u>SIGNATURE</u>	<u>4</u>

## ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

(a) Dick's Sporting Goods, Inc. (the "Company") held its 2020 Annual Meeting of Stockholders on June 10, 2020.

(b) Three proposals were submitted by the Board to a vote of Company stockholders, and the final results of the voting on each proposal, rounded to the nearest whole share, are noted below. The Company's stockholders elected each of the Board's three nominees for Class C Director for terms that expire in 2023, or until their successors are duly elected and qualified as Class C Directors; ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal 2020; and approved, on a non-binding advisory basis, the compensation of the Company's named executive officers as disclosed in the Company's proxy statement filed with the Securities and Exchange Commission on April 29, 2020.

### Proposal No. 1- Election of Directors

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Vote</u>
Edward W. Stack	275,774,850	3,694,022	7,070,052
Lauren R. Hobart	274,571,258	4,897,614	7,070,052
Lawrence J. Schorr	272,802,501	6,666,371	7,070,052

### Proposal No. 2- Ratification of the Appointment of Independent Registered Public Accounting Firm

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
285,434,498	1,000,590	103,836	—

### Proposal No. 3- Non-Binding Advisory Vote on the Compensation of Named Executive Officers

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
265,274,113	14,028,146	166,612	7,070,052

## ITEM 7.01 REGULATION FD DISCLOSURE

On June 10, 2020, the Company's Board of Directors authorized and declared a quarterly dividend in the amount of \$0.3125 per share on the Company's Common Stock and Class B Common Stock. The dividend is payable in cash on June 30, 2020 to stockholders of record at the close of business on June 22, 2020.

On June 12, 2020, the Company issued a press release announcing its quarterly dividend and certain other information furnished in Exhibit 99.1 of this Form 8-K.

## ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated June 12, 2020 by DICK'S Sporting Goods, Inc. furnished herewith

**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 thereunto duly authorized.

DICK'S SPORTING GOODS, INC.

Date: June 12, 2020

By: /s/ LEE J. BELITSKY

Name: Lee J. Belitsky

Title: Executive Vice President – Chief Financial Officer

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	Press Release dated June 12, 2020 by DICK'S Sporting Goods, Inc. filed herewith

[\(Back To Top\)](#)

### Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1



## PRESS RELEASE

### DICK'S Sporting Goods Reinstates Dividend Program

PITTSBURGH (June 12, 2020) – DICK'S Sporting Goods, Inc. (NYSE: DKS) today announced the reinstatement of its dividend program.

In the first quarter of 2020, following its temporary store closures, the Company announced temporary pay reductions for many salaried teammates, furloughs of a significant number of its workforce and the suspension of its dividend program and share repurchases, among other measures, to bolster its cash position and maximize flexibility as part of the Company's initial response to COVID-19. Now, with strong early sales results as stores have re-opened and the expectation to have nearly 100% of its stores re-opened to the public by June 30, 2020, the Company has restored previously reduced salaries for all teammates, except for certain executives, and has returned substantially all teammates from furlough.

On June 10, 2020, the Board of Directors of DICK'S Sporting Goods, Inc. also reinstated the dividend program and authorized and declared a quarterly dividend of \$0.3125 per share on the Company's Common Stock and Class B Common Stock. The dividend is payable in cash on June 30, 2020, to stockholders of record at the close of business on June 22, 2020. Additionally, the Company may resume opportunistic share repurchases under its current authorizations.

#### Forward-Looking Statements Involving Known and Unknown Risks and Uncertainties

This release contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risks and uncertainties and may change due to various important factors, many of which may be beyond the Company's control. The

Company's future performance and actual results may differ materially from those expressed or implied in such forward-looking statements. Forward-looking statements should not be relied upon by investors as a prediction of actual results. Forward-looking statements in this release address, among other things, the re-opening of stores and the Company's share repurchases and dividend program.

Factors that could cause actual results to differ materially from those expressed or implied by any forward-looking statements include, but are not limited to, the impact on our business, operations and financial results due to the duration and scope of the COVID-19 pandemic, including whether there is a second wave or periods of increases in the number of COVID-19 cases in areas in which we operate, and the restrictions imposed by federal, state, and local governments in response to the pandemic; changes in consumer discretionary spending, including those caused by COVID-19; store closures and other impacts to our business resulting from civil disturbances; investments in omni-channel growth not producing the anticipated benefits within the expected time-frame or at all; risks relating to private brands and new retail concepts; investments in business transformation initiatives not producing the anticipated benefits within the expected time-frame or at all;

the amount devoted to strategic investments and the timing and success of those investments; the results of the strategic review of the hunt business, including Field & Stream; inventory turn; changes in the competitive market and competition amongst retailers, including an increase in promotional activity; changes in consumer demand or shopping patterns and the ability to identify new trends and have the right trending products in stores and online, including changes caused by COVID-19; changes in existing tax, labor, foreign trade and other laws and regulations, including those imposing new taxes, surcharges, or tariffs; limitations on the availability of attractive retail store sites; unauthorized disclosure of sensitive or confidential customer information; website downtime, disruptions or other problems with the eCommerce platform, including interruptions, delays or downtime caused by high volumes of users or transactions, deficiencies in design or implementation, or platform enhancements; disruptions or other problems with information systems; factors affecting vendors, including supply chain and currency risks; talent needs and the loss of Edward W. Stack, Chairman and Chief Executive Officer; developments with sports leagues, professional athletes or sports superstars, including disruptions and cancellations due to COVID-19; weather-related disruptions and seasonality of the Company's business; and risks associated with being a controlled company.

For additional information on these and other factors that could affect the Company's actual results, see the risk factors set forth in the Company's filings with the SEC, including the most recent Annual Report filed with the SEC on March 20, 2020, and the Quarterly Report on Form 10-Q filed on June 3, 2020. The Company does not undertake any obligation to update or revise any forward-looking statement in this release, except as required by applicable law or regulation.

#### About DICK'S Sporting Goods, Inc.

Founded in 1948, DICK'S Sporting Goods, Inc. is a leading omni-channel sporting goods retailer offering an extensive assortment of authentic, high-quality sports equipment, apparel, footwear and accessories. As of May 2, 2020, the Company operated 726 DICK'S Sporting Goods locations across the United States, serving and inspiring athletes and outdoor enthusiasts to achieve their personal best through a blend of dedicated teammates, in-store services and unique specialty shop-in-shops dedicated to Team Sports, Athletic Apparel, Golf, Lodge/Outdoor, Fitness and Footwear.

Headquartered in Pittsburgh, PA, DICK'S also owns and operates Golf Galaxy and Field & Stream specialty stores, as well as GameChanger, a youth sports mobile app for scheduling, communications and live scorekeeping. DICK'S offers its products through a content-rich eCommerce platform that is integrated with its store network and provides customers with the convenience and expertise of a 24-hour storefront. For more information, visit the Investor Relations page at [dicks.com](https://dicks.com).

#### Contacts:

Investor Relations:

Nate Gilch, Senior Director of Investor Relations

DICK'S Sporting Goods, Inc.

(724) 273-3400 or [investors@dcs.com](mailto:investors@dcs.com)

Media Relations:

(724) 273-5552 or [press@dcs.com](mailto:press@dcs.com)

Category: [Financial](#)

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[\(Back To Top\)](#)