
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

American Outdoor Brands, Inc.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3)

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4)

Proposed maximum aggregate value of transaction:

(5)

Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2)

Form, Schedule or Registration Statement No.:

(3)

Filing Party:

(4)

Date Filed:

**SUPPLEMENT TO THE
AMERICAN OUTDOOR BRANDS, INC.
2024 NOTICE OF ANNUAL MEETING OF STOCKHOLDERS AND PROXY STATEMENT
DATED SEPTEMBER 18, 2024
FOR THE ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON FRIDAY, SEPTEMBER 24, 2024**

This Supplement should be read in conjunction with the American Outdoor Brands, Inc. (“we,” “us,” “our,” or “our company”) 2024 Notice of Annual Meeting of Stockholders and Proxy Statement, which were filed with the Securities and Exchange Commission on August 12, 2024 (the “Notice and Proxy Statement”).

Dear American Outdoor Brands Stockholder:

As you are aware, our 2024 Annual Meeting of Stockholders will be held at 12:00 p.m. Eastern Time on Tuesday, September 24, 2024 (the “Annual Meeting”). We would like to address concerns raised in a report issued by the proxy advisory firm Institutional Shareholder Services Inc. (“ISS”) on September 10, 2024 regarding Items 1.2, 1.3, and 1.5 Election of Directors in such report.


Our Board of Directors regularly considers and evaluates a broad range of corporate governance issues affecting our company and has carefully considered the arguments that have been set forth for and against the vote requirement that the affirmative vote of the holders of at least sixty-six and two-thirds percent (66 2/3%) in voting power of the then outstanding shares of stock of our company generally entitled to vote, voting together as a single class, shall be required to enact certain changes to our Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws (“Supermajority Voting”), including those arguments raised by ISS in its report as well as input from certain stockholders. After careful consideration, our Board of Directors has determined to address the concerns raised and, as set forth below, take the steps necessary to give stockholders the ability to eliminate the stockholder Supermajority Voting provisions in our governing documents.

On September 16, 2024, our Board of Directors committed to providing stockholders the opportunity to vote and will recommend certain amendments to our Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws at the 2025 annual meeting of stockholders that would provide for the elimination of the stockholder Supermajority Voting provisions.

We carefully considered many factors in making these decisions, and these changes were made in the best interest of the long-term success of our company and our stockholders. Accordingly, we ask that you vote FOR our director nominees at the 2024 Annual Meeting. Even if you have already voted, you can change your vote at any time before the Annual Meeting. If you have any questions or would like to discuss any aspects of our Annual Meeting, please do not hesitate to contact Liz Sharp, Vice President, Investor Relations, at 573-303-4620, or by email at lsharp@aob.com.

Your vote is important to us. We thank you for your support and hope to see you virtually at the Annual Meeting.

Sincerely,



Douglas V. Brown
Chief Counsel and Secretary
