

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): September 20, 2024

American Outdoor Brands, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-39366  
(Commission File Number)

84-4630928  
(IRS Employer  
Identification No.)

1800 North Route Z  
Columbia, Missouri  
(Address of Principal Executive Offices)

65202  
(Zip Code)

Registrant's Telephone Number, Including Area Code: (800) 338-9585

(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, Par Value \$0.001 per Share	AOUT	The Nasdaq Global Select Market

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.

**Item 8.01 Other Events.**

On September 20, 2024, American Outdoor Brands, Inc. (the “Company”) issued a press release indicating that it is postponing its 2024 Annual Meeting of Stockholders. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The Company anticipates that the 2024 Annual Meeting of Stockholders will be held more than thirty days after the date of the 2023 Annual Meeting of Stockholders. As a result, stockholders who intend to have a proposal considered for inclusion in the Company’s proxy statement for the 2024 Annual Meeting of Stockholders pursuant to Rule 14a-8 of the Securities Exchange Act of 1934 must submit the proposal in writing to the Company’s corporate secretary no later than a reasonable time before the Company begins to print and send its proxy materials to stockholders.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release Issued September 20, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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.

AMERICAN OUTDOOR BRANDS, INC.

Date: September 20, 2024

By: /s/ H. Andrew Fulmer

H. Andrew Fulmer

Executive Vice President, Chief Financial Officer, and Treasurer

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NASDAQ: AOUT

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## American Outdoor Brands Announces Postponement of 2024 Annual Meeting

*Revised Proxy Statement Will Include Proposal to Eliminate Supermajority Voting Requirements  
Company Reinforces Commitment to Strong Corporate Governance Practices*

**COLUMBIA, Mo., September 20, 2024** – American Outdoor Brands, Inc. (NASDAQ Global Select: **AOUT**), an innovation company that provides product solutions for outdoor enthusiasts, today announced that it will postpone its 2024 Annual Meeting of Stockholders. The meeting is being delayed so that the Company can file a revised proxy statement to include a binding proposal to approve amendments to its certificate of incorporation to eliminate supermajority voting requirements for amendments to its certificate of incorporation and bylaws.

The Company issued the following statement:

“The Company values constructive feedback from stockholders and welcomes their input. It is also committed to strong corporate governance practices as indicated by its voluntary declassification of the Board of Directors in 2021 and the submission to stockholders of a binding proposal to eliminate the supermajority voting requirements in its certificate of incorporation in 2022, which proposal did not receive the requisite stockholder vote for approval. After careful consideration of the vote at the 2023 Annual Meeting on the non-binding stockholder proposal to eliminate the supermajority voting requirements from our certificate of incorporation, the disclosure contained in the proxy statement for that meeting, and additional stockholder feedback, the Company has decided to file a revised proxy statement for its 2024 Annual Meeting to include a binding proposal to eliminate this supermajority voting requirement so that stockholders can once again decide whether they would like to eliminate these requirements.”

The Company intends to file a revised proxy statement in the coming weeks. All proxies previously submitted by stockholders and any votes previously cast for the proposals at the 2024 Annual Meeting of Stockholders will be disregarded. Stockholders are encouraged to review the revised proxy statement and vote on the revised proxy card once they become available. No stockholder action is requested at this time.

[About American Outdoor Brands, Inc.](#)

American Outdoor Brands, Inc. (NASDAQ Global Select: AOUT) is an innovation company that provides product solutions for outdoor enthusiasts, including hunting, fishing, camping, shooting, outdoor cooking, and personal security and personal defense products. The Company produces innovative, high quality products under brands including BOG®; BUBBA®; Caldwell®; Crimson Trace®; Frankford Arsenal®; Grilla Grills®; Hooyman®; Imperial®; LaserLyte®; Lockdown®; MEAT!™; Old Timer®; Schrade®; Tipton®; Uncle Henry®; ust®; and Wheeler®. For more information about all the brands and products from American Outdoor Brands, Inc., visit [aob.com](http://aob.com).

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