

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): May 5, 2020

WEYCO GROUP, INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|---|
| Wisconsin | 0-9068 | 39-0702200 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |
| 333 W. Estabrook Blvd. P. O. Box 1188 Milwaukee, WI | | 53201 |
| (Address of principal executive offices) | | (Zip Code) |

Registrant's telephone number, including area code: (414) 908-1600

(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</u> | <u>Name of each exchange on which registered</u> |
|---|-----------------------|--|
| Common Stock - \$1.00 par value per share | WEYS | The Nasdaq Stock Market |

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

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 5.07 Submission of Matters to a Vote of Security Holders

Weyco Group, Inc. (the "Company") held its 2020 Annual Meeting of Shareholders on May 5, 2020. There were 9,817,581 outstanding shares eligible to vote as of March 20, 2020, the record date for the 2020 Annual Meeting. At the meeting, the following actions were taken:

(i) The shareholders elected two directors to the Company's Board of Directors for terms expiring at the Annual Meeting in the year 2023. The directors elected, as well as the number of votes cast for, votes withheld and broker non-votes for each individual are set forth below:

| <u>Nominee</u> | <u>Votes For</u> | <u>Votes Withheld</u> | <u>Broker Non-Votes</u> |
|--------------------------|------------------|-----------------------|-------------------------|
| Thomas W. Florsheim, Jr. | 8,283,119 | 78,148 | 760,337 |
| Robert Feitler | 7,778,962 | 582,305 | 760,337 |

The terms of the other directors of the Company continue until the Annual Meeting in the years set forth below:

| <u>Director</u> | <u>Term</u> | <u>Director</u> | <u>Term</u> |
|---------------------|-------------|----------------------------|-------------|
| Tina Chang | 2022 | John W. Florsheim | 2021 |
| Thomas W. Florsheim | 2022 | Frederick P. Stratton, Jr. | 2021 |
| | | Cory L. Nettles | 2021 |

(ii) The shareholders approved a proposal to ratify the Audit Committee's appointment of Baker Tilly Virchow Krause, LLP as the Company's independent registered public accounting firm for the year ending December 31, 2020, with the following votes:

| | <u>Amount</u> |
|---------------------|---------------|
| Votes for approval: | 9,114,346 |
| Votes against: | 1,376 |
| Abstentions: | 5,882 |
| Broker Non-Votes: | - |

(iv) The compensation of the Company's named executive officers was approved by shareholders in an advisory vote, with the following votes:

| | <u>Amount</u> |
|---------------------|---------------|
| Votes for approval: | 7,065,249 |
| Votes against: | 1,279,718 |
| Abstentions: | 16,300 |
| Broker Non-Votes: | 760,337 |

* * * * *

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.

Date: May 7, 2020

WEYCO GROUP, INC.

/s/ John Wittkowske
John Wittkowske
Senior Vice President/CFO