

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 6, 2025

WEYCO GROUP, INC.

(Exact name of registrant as specified in its charter)

Wisconsin
(State or other jurisdiction
of incorporation)

0-9068
(Commission
File Number)

39-0702200
(IRS Employer
Identification No.)

333 W. Estabrook Blvd.
Glendale, WI
(Address of principal executive offices)

53212
(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 240.13a-4(c))

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

Title of each class
Common Stock - \$1.00 par value per share

Trading Symbol
WEYS

Name of each exchange on which registered
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

The Company held its 2025 Annual Meeting of Shareholders on May 6, 2025. There were 9,638,817 outstanding shares eligible to vote as of March 14, 2025, the record date for the 2025 Annual Meeting. At the meeting, the following actions were taken:

(i) The shareholders elected six directors to the Company's Board of Directors for terms expiring at the Annual Meeting in the year 2026. 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>
Tina Chang	7,210,407	654,640	785,276
John W. Florsheim	7,477,992	387,055	785,276
Thomas W. Florsheim	6,975,811	889,236	785,276
Thomas W. Florsheim, Jr.	7,526,738	338,309	785,276
Cory L. Nettles	7,191,859	673,188	785,276
Frederick P. Stratton, Jr.	7,126,667	738,380	785,276

(ii) The shareholders approved a proposal to ratify the Audit Committee's appointment of Deloitte & Touche, LLP as the Company's independent registered public accounting firm for the year ending December 31, 2025, with the following votes:

	<u>Amount</u>
Votes for approval:	8,602,728
Votes against:	46,014
Abstentions:	1,581
Broker Non-Votes:	-

(iii) 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:	7,616,249
Votes against:	194,697
Abstentions:	54,101
Broker Non-Votes:	785,276

* * * * *

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 9, 2025

WEYCO GROUP, INC.

/s/ Judy Anderson

Judy Anderson

Vice President, Chief Financial Officer and Secretary
