

**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

Filed by the Registrant

Filed by 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 Section 240.14a-12

**WINNEBAGO<sup>®</sup>**

**WINNEBAGO INDUSTRIES, 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:  
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- 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:  
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  - 4) Date filed:  
\_\_\_\_\_

# Second Supplement to Definitive Proxy Statement for Annual Meeting of Shareholders to be held December 15, 2020

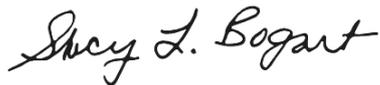
This proxy statement supplement (the "Proxy Supplement") updates and amends our definitive proxy statement (the "Proxy Statement") filed with the Securities and Exchange Commission (the "SEC") on November 2, 2020, as supplemented by the proxy statement supplement filed with the SEC on November 18, 2020 (the "First Supplement"), regarding the 2020 Annual Meeting of Shareholders of Winnebago Industries, Inc. (the "Annual Meeting") to be held on December 15, 2020 at 4:00 p.m. Central Standard Time via live webcast at [www.virtualshareholdermeeting.com/WGO2020](http://www.virtualshareholdermeeting.com/WGO2020). As a reminder, to participate in the virtual meeting, shareholders must enter the 16-digit control number included with the Notice of Internet Availability of Proxy Materials or proxy card. Instructions on how to attend and participate in the Annual Meeting via the webcast are posted on the meeting website as well.

Except as updated or supplemented by this Proxy Supplement, all information set forth in the Proxy Statement, as supplemented by the First Supplement, remains unchanged and should be considered in casting your vote by proxy or in person at the Annual Meeting.

The purpose of this Proxy Supplement is to update the Proxy Statement to notify you that Michael J. Happe, the Company's President and Chief Executive Officer and a director of the Company who is standing for re-election as a Class III director, was elected to serve as a director of H.B. Fuller Company, a publicly held company, effective January 20, 2021.

This Proxy Supplement does not change the proposals to be acted upon at the Annual Meeting, which are described in the Proxy Statement. ***If you have already submitted your proxy, you do not need to take any action unless you wish to change your vote.***

By Order of the Board of Directors



Stacy L. Bogart  
Senior Vice President, General Counsel, Secretary and Corporate Responsibility  
Eden Prairie, MN  
December 1, 2020