

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) December 14, 2023



Winnebago Industries, Inc.

(Exact Name of Registrant as Specified in its Charter)

Minnesota (State or Other Jurisdiction of Incorporation)	001-06403 (Commission File Number)	42-0802678 (IRS Employer Identification No.)
13200 Pioneer Trail (Address of Principal Executive Offices)	Eden Prairie Minnesota	55347 (Zip Code)

Registrant's telephone number, including area code **952-829-8600**

(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 (see General Instruction A.2. below):

- 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, \$0.50 par value per share	WGO	New York Stock Exchange

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 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

At the annual meeting of shareholders of Winnebago Industries, Inc. (the "Company") held on December 14, 2023 (the "Annual Meeting"), the Company's shareholders approved the amended and restated 2019 Omnibus Incentive Plan (the "Restated Incentive Plan"), which incorporated certain amendments to the plan, including an increase in the number of shares of the Company's common stock available for issuance thereunder by an additional 2,400,000 shares and an extension of the term of the plan. The Company's shareholders also approved the amended and restated Employee Stock Purchase Plan (the "Restated ESPP"), which incorporated certain amendments to the plan, including an increase in the number of shares of the Company's common stock for issuance thereunder by an additional 400,000 shares. A description of the terms of the Restated Incentive Plan and the Restated ESPP can be found in Proposals 4 and 5, respectively, in the Company's definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on November 3, 2023 (the "2023 Proxy Statement"), and the full text of the Restated Incentive Plan and the Restated ESPP are attached as Appendix A and Appendix B, respectively, to the 2023 Proxy Statement.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the Annual Meeting, six proposals were voted upon by the Company's shareholders. The proposals are described in detail in the 2023 Proxy Statement. A brief description of the proposals and the final results of the votes for each matter follows.

Item 1 – Election of Directors.

The following nominees were elected as Class III directors of the Company for three-year terms ending in 2026:

Name	Votes For	Votes Withheld	Broker Non-Votes
Sara E. Armbruster	23,037,786	150,677	3,464,410
William C. Fisher	22,046,649	1,141,814	3,464,410
Michael J. Happe	23,073,413	115,050	3,464,410
Staci L. Kroon	23,108,554	79,909	3,464,410

Item 2 – Advisory Approval of the Compensation of Named Executive Officers.

The compensation of the Company's named executive officers was approved in a non-binding vote:

Votes For	Votes Against	Abstain	Broker Non-Votes
21,809,526	1,288,488	90,449	3,464,410

Item 3 – Advisory Approval of the Frequency of Future Advisory Votes on the Compensation of Named Executive Officers.

The frequency of "one year" for future advisory votes on the compensation of the Company's named executive officers was approved in a non-binding vote:

One Year	Two Years	Three Years	Abstain	Broker Non-Votes
20,512,326	17,453	2,639,293	19,391	3,464,410

The Board has considered the shareholder vote regarding the frequency for future advisory votes on compensation of the Company's named executive officers and determined that it will hold such advisory vote every year until the next vote on frequency, which will be no later than the Company's annual meeting of shareholders in 2029.

Item 4 – Approval of Amended and Restated 2019 Omnibus Incentive Plan.

The proposal to approve the Company's amended and restated 2019 Omnibus Incentive Plan was approved:

Votes For	Votes Against	Abstain	Broker Non-Votes
22,038,672	1,105,563	44,228	3,464,410

Item 5 – Approval of Amended and Restated Employee Stock Purchase Plan.

The proposal to approve the Company's amended and restated Employee Stock Purchase Plan was approved:

Votes For	Votes Against	Abstain	Broker Non-Votes
23,091,321	60,541	36,601	3,464,410

Item 6 – Ratification of the Selection of Deloitte & Touche LLP as Independent Registered Public Accountant for Fiscal 2024.

The selection of Deloitte & Touche LLP as the Company's independent registered public accountant for the fiscal year ending August 31, 2024 was ratified:

Votes For	Votes Against	Abstain
25,795,594	795,616	61,663

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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.

WINNEBAGO INDUSTRIES, INC.

Date: December 18, 2023

By: /s/ Stacy L. Bogart

Name: Stacy L. Bogart

Title: Senior Vice President, General Counsel, Secretary and Corporate
Responsibility