

---

---

**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 27, 2021**

---

**Smith & Wesson Brands, Inc.**

(Exact Name of Registrant as Specified in Charter)

---

**Nevada**  
(State or other jurisdiction  
of incorporation)

**001-31552**  
(Commission  
File Number)

**87-0543688**  
(IRS Employer  
Identification No.)

**2100 Roosevelt Avenue**  
**Springfield, Massachusetts 01104**  
(Address of principal executive offices) (Zip Code)

**(800) 331-0852**  
(Registrant's telephone number, including area code)

---

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, Par Value \$0.001 per Share	SWBI	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 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.**

On September 27, 2021, we held our annual meeting of stockholders to consider and vote upon the following proposals: (1) to elect directors to serve until our next annual meeting of stockholders and until their successors are elected and qualified; (2) to provide a non-binding, advisory vote on the compensation of our named executive officers for fiscal 2021 (“say-on-pay”); (3) to ratify the appointment of Deloitte & Touche LLP, an independent registered public accounting firm, as our independent registered public accountant for the fiscal year ending April 30, 2022; (4) to approve our 2021 Employee Stock Purchase Plan; and (5) to vote on a stockholder proposal requesting that we adopt a human rights policy.

The following directors were elected at the annual meeting:

Director	Votes For	Votes Withheld	Broker Non-Votes
Robert L. Scott	23,055,506	1,099,215	12,111,986
Michael F. Golden	19,627,787	4,526,934	12,111,986
Anita D. Britt	23,920,135	234,586	12,111,986
Fred M. Diaz	23,959,521	195,200	12,111,986
John B. Furman	22,145,175	2,009,546	12,111,986
Barry M. Monheit	23,000,299	1,154,422	12,111,986
Mark P. Smith	23,877,097	277,624	12,111,986
Denis G. Suggs	23,963,114	191,607	12,111,986

Our stockholders approved, on an advisory basis, the compensation of our named executive officers. The voting results were as follows:

	Votes For	Votes Against	Abstentions	Broker Non-Votes
Say-on-pay proposal	23,362,473	618,735	173,513	12,111,986

Our stockholders ratified the appointment of Deloitte & Touche LLP as our independent registered public accountants for the fiscal year ending April 30, 2022. The voting results were as follows:

	Votes For	Votes Against	Abstentions	Broker Non-Votes
Ratification of Deloitte & Touche LLP as independent registered public accountants	35,732,310	294,681	239,716	—

Our stockholders approved our 2021 Employee Stock Purchase Plan. The voting results were as follows:

	Votes For	Votes Against	Abstentions	Broker Non-Votes
2021 Employee Stock Purchase Plan	23,691,258	394,803	68,660	12,111,986

Our stockholders did not approve a stockholder proposal requesting that we adopt a human rights policy. The voting results were as follows:

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Stockholder proposal	10,365,211	13,240,586	548,924	12,111,986

**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.

SMITH & WESSON BRANDS, INC.

Date: September 29, 2021

By: /s/ Deana L. McPherson

Deana L. McPherson

Executive Vice President, Chief Financial Officer,  
Treasurer, and Assistant Secretary