

Under Armour, Inc.
Form 8-K
May 07, 2012

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 1, 2012

UNDER ARMOUR, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

001-33202
(Commission
File Number)

52-1990078
(I.R.S. Employer
Identification No.)

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1020 Hull Street, Baltimore, Maryland

(Address of principal executive offices)

Registrant's telephone number, including area code: (410) 454-6428

21230

(Zip Code)

(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))

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

The Annual Meeting of Stockholders (the Annual Meeting) of Under Armour, Inc. (the Company) was held on May 1, 2012. At the Annual Meeting, the stockholders voted on the following four proposals and cast their votes as described below.

Proposal 1

The individuals listed below were elected at the Annual Meeting to serve on the Company's Board of Directors until the next Annual Meeting of Stockholders and until their respective successors are elected and qualified. The voting results were as follows:

| Nominees | For | Withhold Authority to Vote | Broker Non-Votes |
|----------------------|-------------|-------------------------------|---------------------|
| Kevin A. Plank | 139,800,490 | 643,532 | 8,446,578 |
| Byron K. Adams, Jr. | 139,388,355 | 1,055,667 | 8,446,578 |
| Douglas E. Coltharp | 140,183,775 | 260,247 | 8,446,578 |
| Anthony W. Deering | 139,373,771 | 1,070,251 | 8,446,578 |
| A.B. Krongard | 140,198,932 | 245,090 | 8,446,578 |
| William R. McDermott | 138,568,725 | 1,875,297 | 8,446,578 |
| Harvey L. Sanders | 139,354,940 | 1,089,082 | 8,446,578 |
| Thomas J. Sippel | 139,379,767 | 1,064,255 | 8,446,578 |

Proposal 2

The stockholders approved the Company's executive compensation, in a non-binding advisory vote. The voting results were as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 136,144,622 | 4,272,149 | 27,251 | 8,446,578 |

Proposal 3

The stockholders approved an amendment to the Company's Amended and Restated 2005 Omnibus Long-Term Incentive Plan related to performance based equity awards. The voting results were as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 138,539,052 | 1,882,113 | 22,857 | 8,446,578 |

Proposal 4

The stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2012. The voting results were as follows:

| For | Against | Abstain |
|-------------|---------|---------|
| 148,627,711 | 229,003 | 33,886 |

No other matters were submitted for stockholder action.

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.

UNDER ARMOUR, INC.

Date: May 7, 2012

By: /s/ JOHN P. STANTON
John P. Stanton
Vice President, Corporate Governance and Compliance and
Secretary