

DELTA APPAREL, INC
Form DEF 14A
December 29, 2015
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(RULE 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant x
Filed by a Party other than the Registrant o
Check the appropriate box:

- o Preliminary Proxy Statement o Confidential, for Use of Commission Only
(as permitted by Rule 14a-6(e)(2))
 - x Definitive Proxy Statement
 - o Definitive Additional Materials
 - o Soliciting Material Pursuant to Rule 14a-12
- Delta Apparel, 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):

- x No fee required.
 - o 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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 - (3) the amount on which the filing fee is calculated and state how it was determined)
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 - o 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.
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Table of Contents

Delta Apparel, Inc.

2016 Annual Meeting

Notice of 2016 Annual Meeting of Shareholders
and Proxy Statement

February 11, 2016
8:30 AM Eastern Time

Delta Apparel, Inc.
2750 Premiere Parkway - Suite 100
Duluth, GA 30097

Table of Contents

Delta Apparel, Inc.
322 S. Main Street
Greenville, South Carolina 29601
Telephone (864) 232-5200

December 28, 2015

To Our Shareholders:

On behalf of our Board of Directors, Delta Apparel, Inc. invites you to attend our 2016 annual meeting of shareholders (the "Annual Meeting") on Thursday, February 11, 2016. The Annual Meeting will be held at our offices located at 2750 Premiere Parkway, Suite 100, Duluth, Georgia 30097, and will begin at 8:30 a.m. local time. The attached Proxy Statement describes the matters that we expect to act upon at the Annual Meeting. If you were a shareholder of record as of December 18, 2015, you are entitled to vote on these matters. Your vote is very important. If you are unable to attend the meeting, please vote by proxy over the Internet, by telephone or by completing the enclosed proxy card and signing, dating and returning the card at your earliest convenience. Voting over the Internet, by telephone or by written proxy card will ensure your representation at the Annual Meeting regardless of whether you attend in person. If you attend the Annual Meeting and desire to revoke your proxy and vote in person, you may do so. In any event, you are entitled to revoke your proxy at any time before it is exercised.

We appreciate your continued support of Delta Apparel, Inc.

Sincerely,

Robert W. Humphreys

Chairman and Chief Executive Officer

Table of Contents

Delta Apparel, Inc.
322 S. Main Street
Greenville, South Carolina 29601
Telephone (864) 232-5200

Notice of Annual Meeting of Shareholders
February 11, 2016, 8:30 AM ET

It is my pleasure to invite you to attend the 2016 annual meeting of the shareholders of Delta Apparel, Inc. (the "Company") on Thursday, February 11, 2016, at 8:30 a.m. local time (the "Annual Meeting"). The Annual Meeting will be held at our offices located at 2750 Premiere Parkway, Suite 100, Duluth, Georgia 30097. At the Annual Meeting, shareholders will vote on the following matters, which are further described in the attached proxy statement (the "Proxy Statement"):

1. Election of the eight nominees named in the Proxy Statement to the Company's Board of Directors to serve until the Company's next annual meeting of shareholders or until their successors are duly elected and qualified;
2. Advisory vote on the compensation of the Company's named executive officers;
3. Re-approval of the Delta Apparel, Inc. Short-Term Incentive Compensation Plan for purposes of complying with Section 162(m) of the Internal Revenue Code of 1986;
4. Ratification of the appointment of KPMG LLP to serve as the Company's independent registered public accounting firm for the 2016 fiscal year; and
5. Action upon such other matters, if any, as may properly come before the meeting.

All shareholders are cordially invited to attend the Annual Meeting. Shareholders of record as of December 18, 2015, are entitled to vote at the meeting.

By Order of the Board of Directors,
Justin M. Grow
Secretary
December 28, 2015
Greenville, South Carolina

WHETHER OR NOT YOU INTEND TO BE PRESENT AT THE MEETING, PLEASE EITHER VOTE VIA THE INTERNET, BY TELEPHONE, OR SIGN, DATE AND RETURN YOUR PROXY PROMPTLY IN THE ENCLOSED ENVELOPE.

* * * * *

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be Held on February 11, 2016: The Delta Apparel, Inc. Proxy Statement For The Annual Meeting of Shareholders and the Delta Apparel, Inc. 2015 Annual Report Are Available at www.deltaapparelinc.com.

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Table of Contents

<u>Questions and Answers About the Annual Meeting</u>	<u>1</u>
<u>Proposal No. 1: Election of Directors</u>	<u>5</u>
<u>Proposal No. 2: Advisory Vote on Executive Compensation</u>	<u>9</u>
<u>Proposal No. 3: Re-Approval of the Delta Apparel, Inc. Short-Term Incentive Compensation Plan</u>	<u>10</u>
<u>Proposal No. 4: Ratification of Appointment of Independent Registered Public Accounting Firm</u>	<u>13</u>
<u>Report of the Audit Committee</u>	<u>15</u>
<u>Corporate Governance</u>	<u>16</u>
<u>Stock Ownership of Management and Principal Shareholders</u>	<u>22</u>
<u>Executive Officers</u>	<u>25</u>
<u>Compensation Discussion and Analysis</u>	<u>26</u>
<u>Compensation Tables</u>	<u>38</u>
<u>Summary Compensation</u>	<u>38</u>
<u>Grants of Plan-Based Awards</u>	<u>39</u>
<u>Outstanding Equity Awards</u>	<u>40</u>
<u>Option Exercises and Stock Vested</u>	<u>41</u>
<u>Potential Payments Upon Termination or Change in Control</u>	<u>42</u>
<u>Compensation Committee Report</u>	<u>44</u>
<u>Director Compensation</u>	<u>45</u>
<u>Equity Compensation Plan Information</u>	<u>47</u>
<u>Additional Information</u>	<u>48</u>

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Table of Contents

PROXY STATEMENT

This Proxy Statement and proxy voting card are being mailed to holders of Delta Apparel, Inc. common stock beginning on or about December 28, 2015. On behalf of our Board of Directors, we are soliciting your proxy to vote your shares of the Company's common stock at our Annual Meeting and all adjournments or postponements of such meeting. We solicit proxies to provide all shareholders of record with an opportunity to vote on matters to be presented at the Annual Meeting. The information provided in this Proxy Statement is intended to assist you in voting your shares on these matters. This Proxy Statement and our 2015 Annual Report are available at no charge on our website at www.deltaapparelinc.com.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

What is the purpose of the Annual Meeting and where will it be held?

At the Annual Meeting, our shareholders will act upon the matters outlined in the Notice of Annual Meeting of Shareholders in this Proxy Statement, including the election of the eight nominees as directors, an advisory vote on the compensation of our named executive officers, the re-approval of the Delta Apparel, Inc. Short-Term Incentive Compensation Plan for purposes of complying with Section 162(m) of the Internal Revenue Code of 1986, ratification of the appointment of KPMG LLP to serve as our independent registered public accounting firm for our 2016 fiscal year, and such other business as may be properly brought before the Annual Meeting. This Proxy Statement summarizes the information you need to know to vote at the Annual Meeting. The Annual Meeting will be held on Thursday, February 11, 2016, at 8:30 a.m. local time at our offices located at 2750 Premiere Parkway, Suite 100, Duluth, Georgia 30097.

Who can attend the Annual Meeting?

All of our shareholders are invited to attend the Annual Meeting. Only Delta Apparel, Inc. shareholders as of the close of business on Friday, December 18, 2015 (the "Record Date"), may vote at the Annual Meeting.

Who is soliciting my vote?

Our Board of Directors (the "Board") is soliciting your proxy to vote at the Annual Meeting.

What am I voting on?

You are voting on four proposals:

1. The election of the following eight nominees to the Board of Directors to serve until the Company's next annual meeting of shareholders or until their successors are duly elected and qualified;

Nominee	Director Since
J. Bradley Campbell	2015
Sam P. Cortez	2010
Dr. Elizabeth J. Gatewood	2007
Dr. G. Jay Gogue	2010
Robert W. Humphreys	1999
Suzanne B. Rudy	2012
Robert E. Staton, Sr.	2009
A. Alexander Taylor, II	--

2. An advisory vote on the compensation of our named executive officers as disclosed in this Proxy Statement;

3. The re-approval of the Delta Apparel, Inc. Short-Term Incentive Compensation Plan for purposes of complying with Section 162(m) of the Internal Revenue Code of 1986; and

Table of Contents

4. Ratification of the appointment of KPMG LLP to serve as our independent registered public accounting firm for our 2016 fiscal year.

What are the voting recommendations of the Board?

The Board recommends the following votes:

1. FOR each of the eight director nominees to the Board ("Proposal No. 1");
2. FOR the approval of the compensation of our named executive officers ("Proposal No. 2");
3. FOR re-approval of the Delta Apparel, Inc. Short-Term Incentive Compensation Plan ("Proposal No. 3"); and
4. FOR ratification of the appointment of KPMG LLP to serve as our independent registered public accounting firm for our 2016 fiscal year ("Proposal No. 4").

Will any other matters be voted on?

The Board does not intend to present any other matters at the Annual Meeting and we do not know of any other matters that will be brought before the shareholders for a vote at the Annual Meeting. If any other matter is properly brought before the Annual Meeting, your signed proxy card gives authority to the persons named in the proxy to vote on such matters in their discretion and in accordance with their best judgment.

Who is entitled to vote?

Holders of our common stock as of the close of business on the Record Date, December 18, 2015, may vote at the Annual Meeting, either in person or by proxy.

How many votes do I have?

You will have one vote for every share of Delta Apparel, Inc. common stock that you owned at the close of business on the Record Date. You do not have the right to cumulate your votes with respect to the election of any director.

What is the difference between holding shares as a shareholder of record and as a beneficial owner?

Many shareholders hold their shares through a broker or bank rather than directly in their own names. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

Shareholder of Record. If your shares are registered directly in your name with the Company's transfer agent, American Stock Transfer & Trust Company, you are considered, with respect to those shares, the shareholder of record, and these proxy materials are being sent directly to you by the Company.

Beneficial Owner. If your shares are held in a stock brokerage account or by a bank, you are considered the beneficial owner of shares held in street name, and these proxy materials are being forwarded to you by your bank or broker, which is considered the shareholder of record of these shares. As the beneficial owner, you have the right to direct your bank or broker how to vote, and are also invited to attend the Annual Meeting. However, if you are not the shareholder of record, you may not vote these shares in person at the Annual Meeting unless you bring with you a legal proxy from the shareholder of record. Your bank or broker should enclose a voting card for you to use for providing directions for how to vote your shares.

How do I vote?

If you are a shareholder of record, there are four ways to vote:

1. By internet at www.proxyvote.com;
2. By toll-free telephone at 1-800-690-6903;
3. By completing and mailing your proxy card; or

Table of Contents

4. By written ballot at the Annual Meeting.

The internet and telephone voting procedures are designed to confirm your identity, to allow you to provide your voting instructions and to verify that your instructions have been properly recorded. If you wish to vote by internet or telephone, please follow the instructions that are printed on the enclosed proxy card. If you vote by internet or telephone, your vote must be received by 11:59 p.m. local time on February 10, 2016, the day before the Annual Meeting. Your shares will be voted as you indicate. If you sign and return your proxy card but you do not indicate your voting preferences, the proxies will vote your shares FOR Proposal Nos. 1, 2, 3 and 4. Although we are not currently aware of any other matters that will be brought before the Annual Meeting, by signing and returning your proxy card you appoint the persons named as proxies as your representatives at the Annual Meeting. If a matter is raised for a vote at the Annual Meeting that is not included in these proxy materials, then the proxy holders will vote your shares in accordance with their best judgment.

If your shares are held in street name, you should follow the voting directions provided by your bank or broker. You may complete and mail a voting instruction card to your bank or broker or, in most cases, submit voting instructions by the internet or telephone to your bank or broker. If you provide specific voting instructions by mail, the internet or telephone, your shares should be voted by your bank or broker as you have directed. **AS A RESULT OF THE RULES OF THE NEW YORK STOCK EXCHANGE ("NYSE"), YOUR BANK OR BROKER CANNOT VOTE WITH RESPECT TO PROPOSAL NOS. 1, 2 OR 3 UNLESS IT RECEIVES VOTING INSTRUCTIONS FROM YOU.** We will distribute written ballots at the Annual Meeting to any shareholder of record who wants to vote. If you hold your shares in street name, you must request a legal proxy from your bank or broker to vote in person at the Annual Meeting.

Please note that one copy of this Proxy Statement and accompanying materials will be delivered to multiple shareholders of record sharing an address unless we receive contrary instructions from one or more of the applicable shareholders. Upon request from any such shareholder, we will provide a separate copy of this Proxy Statement and accompanying materials. Such requests can be made to Justin M. Grow, Secretary, at the Company's address of record, which is 322 S. Main Street, Greenville, South Carolina 29601 or via telephone at (864) 232-5200.

Can I change my vote or revoke my proxy?

Yes. If you are a shareholder of record, you can change your vote or revoke your proxy any time before the Annual Meeting by:

1. Entering a new vote by internet or telephone;
2. Returning a later-dated proxy card;
3. Sending written notice of revocation to Justin M. Grow, Secretary, at the Company's address of record, which is 322 S. Main Street, Greenville, South Carolina 29601; or
4. Completing a written ballot at the Annual Meeting.

Attendance at the Annual Meeting will not in and of itself constitute a revocation of a proxy.

If your shares are held in street name, you must follow the specific directions provided to you by your bank or broker to change or revoke any instructions you have already provided to your bank or broker.

How are votes counted?

Votes are counted by inspectors of election designated by our Secretary.

Who pays for soliciting proxies?

We will pay for the cost of preparing, assembling, printing and mailing this Proxy Statement and accompanying materials to our shareholders, as well as the cost of soliciting proxies relating to the meeting. In addition, we will reimburse banks and brokers for their reasonable charges and expenses in forwarding proxies and proxy materials to the beneficial owners of the shares held in street name. Our officers, directors and employees may, without additional compensation, supplement these solicitations of proxies by telephone, facsimile, email and personal solicitation.

Table of Contents

What is the quorum requirement of the Annual Meeting?

To conduct the Annual Meeting, a majority of the outstanding shares of the Company's common stock entitled to vote must be present in person or by proxy at the Annual Meeting. This is referred to as a "quorum." If you vote, your shares will be considered present at the Annual Meeting for purposes of determining the presence or absence of a quorum. Abstentions and broker non-votes will be counted in determining the presence or absence of a quorum. On the Record Date, there were 7,728,836 shares outstanding and approximately 893 shareholders of record. A majority of the Company's common stock, or 3,864,419 shares, will constitute a quorum.

What are broker non-votes?

Broker non-votes occur when holders of record, such as banks and brokers holding shares on behalf of beneficial owners, do not receive voting instructions from the beneficial owners by the date specified in the statement requesting voting instructions that has been provided by the bank or broker. If that happens, the bank or broker may vote those shares only on matters as permitted by the NYSE's rules and regulations. The NYSE prohibits banks and brokers from voting uninstructed shares in the election of directors and in matters related to executive compensation; accordingly, banks and brokers cannot vote with respect to Proposal Nos. 1, 2 and 3 unless they receive voting instructions from the beneficial owners. Broker non-votes will not affect the outcome of Proposal Nos. 1, 2 and 3 being voted on at the Annual Meeting, assuming that a quorum is obtained.

What vote is required to approve each proposal?

Proposal No. 1: For the election of directors, the eight nominees for director will be elected if they receive an affirmative vote of a majority of the shares present at the meeting or represented by proxy and entitled to vote for the election of directors at the Annual Meeting. For purposes of the election of directors, the affirmative vote of a majority of shares means that the number of shares voted "FOR" a director's election exceeds the number of votes withheld from a director's election. Votes cast exclude broker non-votes and abstentions, and therefore broker non-votes and abstentions will have no effect on the election of directors.

Proposal No. 2: For the advisory vote on the compensation of our named executive officers, the vote is not binding on our Board of Directors or our Compensation Committee and, therefore, no specific vote is required to approve the proposal. However, our Board and Compensation Committee will review the voting results and consider them in making future decisions about executive compensation.

Proposal No. 3: Re-approval of the Delta Apparel, Inc. Short-Term Incentive Compensation Plan for purposes of complying with Section 162(m) of the Internal Revenue Code of 1986 requires that the number of votes cast "FOR" exceeds the number of votes cast against this proposal. Votes cast exclude broker non-votes and abstentions, and therefore broker non-votes and abstentions will have no effect on the re-approval of the Delta Apparel, Inc. Short-Term Incentive Compensation Plan.

Proposal No. 4: Ratification of the appointment of KPMG LLP to serve as our independent registered public accounting firm requires that the number of votes cast "FOR" exceeds the number of votes cast against this proposal. Abstentions and broker non-votes will have no effect on the vote with respect to this proposal.

Are the Company's proxy materials available on the internet?

Yes, this Proxy Statement and our 2015 Annual Report are available without charge on our website at www.deltaapparelinc.com.

Where can I find the voting results of the Annual Meeting?

We will announce the preliminary voting results at the Annual Meeting and will publish final results in a current report on Form 8-K filed with the SEC on or before February 17, 2016. This Form 8-K will be available without charge to shareholders upon written request to Investor Relations Department, Delta Apparel, Inc., 322 S. Main Street, Greenville, South Carolina 29601, or via the internet at www.deltaapparelinc.com.

What is the deadline for consideration of shareholder proposals or director nominations for the next annual meeting of shareholders?

Applicable Securities and Exchange Commission ("SEC") rules and regulations govern the submission of shareholder proposals and the Company's consideration of them for inclusion in next year's proxy statement. If you are a shareholder and you want to present a

Table of Contents

proposal at our next annual meeting and have it included in the Company's proxy statement for that meeting, you must submit the proposal in writing at the Company's offices at 322 S. Main Street, Greenville, South Carolina 29601, Attention: Corporate Secretary, on or before August 20, 2016. If you want to present a proposal at the Company's next annual meeting (but not have the proposal included in the Company's proxy statement) or to nominate a person for election as a director, you must comply with the advance written notice and other requirements set forth in our Bylaws.

Delta Apparel, Inc. 5 2015 Proxy Statement

Table of Contents

PROPOSAL NO. 1

ELECTION OF DIRECTORS

Each of our directors brings extensive management and leadership experience gained through his or her service to diverse businesses and institutions. Our directors are committed to effectively oversee management's performance, to act in the long-term best interests of shareholders and to maintain the highest standards of corporate governance.

Our Bylaws provide that the number of directors to be elected at any meeting of shareholders will be between two and fifteen, and will otherwise be determined by our Board of Directors. Our Board of Directors has determined that eight directors shall be nominated for election at the Annual Meeting.

The eight individuals listed below are nominees for election as directors at the Annual Meeting to serve until our next annual meeting of shareholders or until their successors are duly elected and qualified. Included in each nominee's biography below is a description of the qualifications, experience, attributes and skills of such nominee that led our Board to conclude that he or she is well qualified to serve as a member of our Board. With the exception of Mr. Campbell, who was appointed by our Board to fill a vacancy after our most recent annual meeting of shareholders, and Mr. Taylor, who has been nominated to begin serving on our Board as of the date of the Annual Meeting, each of the nominees was elected by the shareholders at our most recent annual meeting of shareholders. Messrs. Campbell and Taylor were initially recommended to our Corporate Governance Committee for its consideration of them for service on our Board by our Chief Executive Officer.

Our Board has affirmatively determined that with the exception of Robert W. Humphreys, our Chairman and Chief Executive Officer, each of the nominees qualifies as "independent" under NYSE MKT corporate governance listing standards and also meets the Company's director qualification standards, which are described in the "Corporate Governance" section of this Proxy Statement. We believe that all of the nominees will be available and able to serve as directors.

Unless you vote "Withhold" with respect to a particular nominee or all nominees, the proxy holders will vote your shares "FOR" each of the nominees listed below. In the event that any nominee is not available or able to serve, our Board may either reduce the number of directors to be elected or select a substitute nominee. If a substitute nominee is selected, the proxy holders will vote your shares for the substitute nominee, unless you have withheld authority.

THE BOARD RECOMMENDS THAT YOU VOTE "FOR" THE ELECTION OF EACH OF THE EIGHT NOMINEES.

J. Bradley Campbell (Independent)

Director Since: 2015 Age: 67 Committees: Audit	Mr. Campbell is a Certified Public Accountant and served as the Managing Partner for the South Carolina Upstate practice of Cherry Bekaert, LLP, CPAs and Advisors, from 2003 until his retirement in 2013. Since then, Mr. Campbell has independently engaged in business and financial consulting services. Mr. Campbell spent the first 28 years of his career with Deloitte, LLP, one of the world's largest accounting firms, and served as the Managing Partner of Deloitte's South Carolina practice for six years. Mr. Campbell currently serves on the Advisory Committee to the Board of Directors of Tietex International Ltd., a leading producer of stitch-bonded, non-woven fabrics, and on the boards of several non-profit and community organizations. During his career, Mr. Campbell has advised a wide variety of publicly-traded and large privately-held companies, including companies in the apparel, textile and consumer products industries. Mr. Campbell brings to our Board extensive accounting, finance and tax expertise as well as significant business leadership experience.
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Sam P. Cortez (Independent)

Director Since: 2010 Age: 52 Committees: Compensation Corporate Governance	Mr. Cortez has been the principal of KCL Development LLC, a provider of corporate finance and advisory services, since 2003. Prior to 2003, he was employed in the investment banking industry, including with Lehman Brothers, Donaldson Lufkin & Jenrette, Alex Brown & Sons, and Morgan Stanley International. Mr. Cortez serves as a director of Hancock Fabrics, Inc. (OTCMKTS: HKFI) and is chairman of its Management Review and Compensation Committees and a member of its Audit and Governance Committees. He was formerly a director of World Waste Technologies, Inc., a development stage technology company, from
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2005 to 2009, and served as chairman of its Audit Committee and as a member of its Compensation and Finance Committees. Mr. Cortez's experience includes mergers and acquisitions, strategy development, financing transactions and spin-offs. In addition to investment banking activities, he has served on boards and committees of private, public and not-for-profit organizations. Mr. Cortez is a Board Leadership Fellow, as designated by the National Association of Corporate Directors. His intimate knowledge of financial markets and strategic transactions brings a depth of knowledge in these areas to our Board.

Table of Contents

Dr. Elizabeth J. Gatewood (Independent)

Director Since: 2007
Age: 71
Committees:
Audit
Corporate Governance

Dr. Gatewood currently serves as a Research Professor at Wake Forest University. From 2010 through July 1, 2015, Dr. Gatewood served as the Associate Director of the Wake Forest University Center for Enterprise Research and Education. From 2008 to 2012, she served as Director of the Wake Forest University NSF Partners for Innovation Program. From 2004 until 2010, she served as Director of the Office of Entrepreneurship & Liberal Arts at Wake Forest University. Previously, she served as the Jack M. Gill Chair of Entrepreneurship and Director of The Johnson Center for Entrepreneurship & Innovation at Indiana University from 1998 to 2004. Prior to her appointment at Indiana University, Dr. Gatewood was the Executive Director of the Gulf Coast Small Business Development Center Network at the University of Houston. Dr. Gatewood's academic background includes advanced business degrees in finance and business strategy. Her career has focused on entrepreneurship, growth strategies and small business education and development. She has extensive exposure to business development and models in international developing economies. Dr. Gatewood's perspectives on strategy, development and entrepreneurship bring unique insight to Board discussions.

Dr. G. Jay Gogue (Independent)

Director Since: 2010
Age: 68
Committees:
Audit

Dr. Gogue is President of Auburn University, a position he has held since 2007. He served as President of the University of Houston and Chancellor of the University of Houston System from 2003 to 2007. Prior to serving at the University of Houston, he was President of New Mexico State University from 2000 to 2003 and Provost of Utah State University from 1995 to 2000. Dr. Gogue began his career in higher education administration in 1986 as Associate Director of the Office of University Research at Clemson University, where he also served as Vice President for research and Vice President and Vice Provost for agriculture and natural resources. Dr. Gogue has served as an accreditation reviewer for the Pacific Northwest Association of Schools and Colleges, Commission on Colleges. His leadership of large educational institutions has involved development of strategic plans, operating under difficult budgetary constraints and balancing the needs of diverse stakeholders including students, faculty, alumni and state government. Dr. Gogue's wealth of experience managing large and complex organizations, including the financial functions thereof, provides our Board with valuable input and expertise.

Robert W. Humphreys

Director Since: 1999
Age: 58
Committees:
None

Mr. Humphreys is the Chairman and Chief Executive Officer of Delta Apparel, Inc. He was named Chairman of our Board in 2009. Mr. Humphreys previously served Delta Apparel, Inc. as President and Chief Executive Officer for more than 10 years. From April 1999 until December 1999, Mr. Humphreys served as President of the Delta Apparel division of Delta Woodside Industries, Inc. In 1998, he was named Vice President of Finance and Assistant Secretary of Delta Woodside Industries, Inc. and served in that capacity until November 1999. From 1987 to May 1998, Mr. Humphreys served as President of Stevcoknit Fabrics Company, the former knit fabrics division of a subsidiary of Delta Woodside Industries, Inc. Mr. Humphreys has over 27 years of experience in the textile and apparel industry, including senior leadership roles in operations and finance. Under his direction the Company has grown from a commodity t-shirt manufacturer to a diverse, branded apparel company. Mr. Humphreys' long history with the Company, combined with his leadership skills and operating experience, makes him particularly well-suited to be our Chairman and serve on our Board.

Suzanne B. Rudy (Independent)

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Director Since: 2012
Age: 60

Committees:
Audit Compensation

Ms. Rudy is a Certified Public Accountant and most recently served as Vice President of Treasury and Tax, Compliance Officer and Assistant Secretary of Qorvo, Inc. (NASDAQ: QRVO), a publicly traded company and leading supplier of semiconductor solutions for the wireless communications market, prior to her November 7, 2015, retirement. In addition to her treasury and compliance duties, Ms. Rudy served as a director for various subsidiaries of Qorvo, Inc. Prior to joining Qorvo, Inc. predecessor RF Micro Devices, Inc. in 1999, Ms. Rudy was the Controller for Precision Fabrics Group, Inc., a textile spin-off of the Fortune 500 Company, Burlington Industries. In addition, she spent six years as a Certified Public Accountant and Manager for BDO Seidman, LLP, an international accounting firm. From 2008 through 2010, she served as a director and chaired the Audit, Assets and Liability Committee of First National Bank United Corporation and also served on its Investment Committee. Ms. Rudy currently serves on the Board of Visitors for Guilford College and is a Board Leadership Fellow, as designated by the National Association of Corporate Directors. Ms. Rudy brings to our Board extensive expertise in public company financial, compliance and related strategic matters.

Table of Contents

Robert E. Staton, Sr. (Lead Independent Director)

Director Since: 2009

Age: 69

Committees:

Corporate Governance