

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 13, 2019 (May 8, 2019)

AARON'S, INC.

(Exact name of Registrant as Specified in Charter)

| | | |
|--|-----------------------------|--------------------------------------|
| Georgia | 1-13941 | 58-0687630 |
| (State or other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |
| 400 Galleria Parkway SE, Suite 300 Atlanta, Georgia | | 30339-3194 |
| (Address of principal executive offices) | | (Zip code) |

Registrant's telephone number, including area code: (678) 402-3000

Not Applicable

(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))
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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 Securities 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.

On May 8, 2019, the Board of Directors (the “Board”) of Aaron’s, Inc. (the “Company”) elected Kelly Barrett to serve as a director of the Company, upon the recommendation of the Nominating and Corporate Governance Committee. The Board also appointed Ms. Barrett to serve on the Audit Committee and the Nominating and Corporate Governance Committee. The Board has determined that: (i) Ms. Barrett is “independent” under the rules of the New York Stock Exchange (“NYSE”) and under the Company’s Corporate Governance Guidelines; (ii) she satisfies the independence requirements of the NYSE and Securities and Exchange Commission (“SEC”) rules applicable to audit committee members; and (iii) she is an “audit committee financial expert,” as defined by SEC rules.

Ms. Barrett has no arrangements or understandings pursuant to which she was elected as a director and does not have any transactions reportable under Item 404(a) of Regulation S-K. Ms. Barrett will receive the same compensation as the Company’s other non-employee directors, which is described in the Company’s proxy statement filed with the SEC on March 28, 2019.

The May 8, 2019 press release announcing the election of Ms. Barrett to the Company’s Board is attached hereto as Exhibit 99.1, and incorporated herein by reference.

ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

On May 8, 2019, the Company held its 2019 annual meeting of shareholders (the “Annual Meeting”) in Atlanta, Georgia. As of March 4, 2019, the record date for the Annual Meeting, there were 67,778,066 shares of the Company’s common stock outstanding and entitled to vote at the Annual Meeting. A total of 64,364,263 shares of the Company’s common stock were represented at the Annual Meeting in person or by proxy, which was 95% of the aggregate number of shares of common stock entitled to vote at the Annual Meeting. At the Annual Meeting, the Company’s shareholders took the actions listed below and elected each of the director nominees to serve as directors until the expiration of such director’s term at the Company’s 2020 annual meeting of shareholders and until such director’s successor is duly elected and qualified, or until such director’s earlier resignation, removal from office or death, having cast the following votes:

Proposal 1 – Election of directors

| | For | Against | Abstain | Non-Votes |
|-----------------------|------------|----------------|----------------|------------------|
| Kathy T. Betty | 60,937,508 | 269,452 | 100,521 | 3,056,782 |
| Douglas C. Curling | 60,626,217 | 582,595 | 98,669 | 3,056,782 |
| Cynthia N. Day | 58,503,819 | 2,707,339 | 96,323 | 3,056,782 |
| Curtis L. Doman | 60,703,209 | 506,032 | 98,240 | 3,056,782 |
| Walter G. Ehmer | 61,016,385 | 192,541 | 98,555 | 3,056,782 |
| Hubert L. Harris, Jr. | 60,997,640 | 210,628 | 99,213 | 3,056,782 |
| John W. Robinson III | 61,109,649 | 99,509 | 98,323 | 3,056,782 |
| Ray M. Robinson | 56,940,651 | 4,133,265 | 233,565 | 3,056,782 |

Proposal 2 – Approval of a non-binding resolution to approve the Company’s executive compensation

| For | Against | Abstain | Non-Votes |
|------------|----------------|----------------|------------------|
| 49,562,241 | 11,591,874 | 153,366 | 3,056,782 |

Proposal 3 – Approval of the Aaron’s, Inc. Amended and Restated 2015 Equity and Incentive Plan

| For | Against | Abstain | Non-Votes |
|------------|----------------|----------------|------------------|
| 59,045,077 | 2,142,856 | 119,548 | 3,056,782 |

Proposal 4 – Ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for 2019

| For | Against | Abstain | Non-Votes |
|------------|----------------|----------------|------------------|
| 62,387,915 | 1,859,990 | 116,358 | — |

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits:

| <u>Exhibit No.</u> | <u>Description</u> |
|-----------------------------|--|
| <u>99.1</u> | <u>Press release of Aaron's, Inc., dated May 8, 2019</u> |

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.

Date: May 13, 2019

AARON'S, INC.
By: /s/ Steven A. Michaels
Steven A. Michaels
Chief Financial Officer and
President of Strategic Operations

Aaron's, Inc.

Aaron's, Inc. Names Kelly Barrett to its Board of Directors

ATLANTA, May 8, 2019 -- Aaron's, Inc. (NYSE: AAN), a leading omnichannel provider of lease-purchase solutions, today announced the appointment of Kelly Barrett to its Board of Directors and audit committee.

Ms. Barrett held a variety of senior management positions at The Home Depot from 2003-2018, most recently as Senior Vice President, leading the Home Services division. Prior to that, she held the positions of Vice President - Internal Audit and Corporate Compliance, and Vice President - Corporate Controller. Before joining The Home Depot, Ms. Barrett served for more than 10 years in senior management positions and ultimately as Senior Vice President and Chief Financial Officer of Cousins Properties Incorporated, a publicly traded real estate investment trust.

In addition to her extensive professional experience, Ms. Barrett is an active member of the charitable community in the Atlanta area. She currently serves as Chair of the Board of the Metro Atlanta YMCA, the Georgia Tech Foundation Board of Trustees and the Atlanta Rotary Club. Ms. Barrett has previously served on the Boards of the Girl Scouts of Greater Atlanta and Partnership Against Domestic Violence.

"I am pleased to welcome Kelly to our Board of Directors," said Ray Robinson, Chairman of the Aaron's, Inc. Board of Directors. "Kelly's strong background in public company operations, finance, audit and compliance will be a tremendous asset to the board as it carries out its oversight responsibilities, and her record of giving back to the community aligns well with the Aaron's culture."

About Aaron's, Inc.

Headquartered in Atlanta, Aaron's, Inc. (NYSE: AAN), is a leading omnichannel provider of lease-purchase solutions. Aaron's Business engages in the sales and lease ownership and specialty retailing of furniture, consumer electronics, home appliances and accessories through its approximately 1,600 company-operated and franchised stores in 47 states and Canada as well as its e-commerce platform, Aarons.com. In addition, Progressive Leasing, a virtual lease-to-own company, provides lease-purchase solutions through over 20,000 retail locations in 46 states. Dent-A-Med, Inc., d/b/a the HELPeard®, provides a variety of second-look credit products that are originated through federally insured banks. For more information, visit Aarons.com, ProgLeasing.com, and HELPeard.com.

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