

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):  
**January 19, 2024**



**FRANKLIN COVEY CO.**

(Exact name of registrant as specified in its charter)

Commission File No. 001-11107

Utah  
(State or other jurisdiction of incorporation)

87-0401551  
(IRS Employer Identification Number)

**2200 West Parkway Boulevard**  
**Salt Lake City, Utah 84119-2099**  
(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: **(801) 817-1776**

Former name or former address, if changed since last report: **Not Applicable**

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))

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, \$.05 Par Value	FC	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 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 5.07 Submission of Matters to a Vote of Security Holders.

Franklin Covey Co. (the Company) held its Annual Meeting of Shareholders on Friday, January 19, 2024. For more information on the following proposals, refer to the Company's Proxy Statement filed with the Securities and Exchange Commission on December 19, 2023, the relevant portions of which are incorporated herein by reference. The matters voted on and the results of the votes are as follows:

1. The following nominees for Director were elected. Each person elected will serve until the next annual meeting of shareholders or until such person's successor is elected and qualified.

<b>Nominee</b>	<b>Number of Votes Cast For</b>	<b>Number of Votes Withheld</b>	<b>Broker Non-Votes</b>
Anne H. Chow	7,800,370	1,036,957	2,400,853
Craig Cuffie	8,763,082	74,245	2,400,853
Donald J. McNamara	8,690,557	146,770	2,400,853
Joel C. Peterson	8,757,393	79,934	2,400,853
Nancy Phillips	8,287,850	549,477	2,400,853
Efrain Rivera	8,763,099	74,228	2,400,853
Derek C.M. van Bever	8,214,063	623,264	2,400,853
Paul S. Walker	8,768,147	69,180	2,400,853
Robert A. Whitman	8,323,190	514,137	2,400,853

2. The advisory vote for the approval of executive compensation as described and presented in the Compensation Discussion and Analysis of the Company's Proxy Statement was approved with 8,295,416 votes in favor; 518,825 votes against; and 23,086 abstentions. The number of broker non-votes was 2,400,853.
3. The advisory vote on the frequency of advisory votes on executive compensation resulted in 8,282,921 votes for every year; 1,131 votes for every two years; 531,149 votes for every three years; and 22,126 abstentions. The number of broker non-votes was 2,400,853. Accordingly, advisory votes on executive compensation will continue to be held each year.
4. The ratification of the appointment of Deloitte & Touche, LLP as the Company's Independent Registered Public Accounting Firm for the fiscal year ending August 31, 2024 was approved with 10,998,347 votes cast in favor; 220,402 votes against; and 19,431 abstentions. There were no broker non-votes for this proposal.

## Item 9.01 Financial Statements and Exhibits

(d) Exhibits

104 Cover Page Interactive Data File – the cover page XBRL tags are embedded within the inline XBRL document.

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**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: January 22, 2024

FRANKLIN COVEY CO.

By: /s/ Stephen D. Young  
Stephen D. Young  
Chief Financial Officer