

**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): March 25, 2020

Camping World Holdings, Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-37908
(Commission File Number)

81-1737145
(IRS Employer Identification No.)

250 Parkway Drive, Suite 270
Lincolnshire, IL 60069
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code **(847) 808-3000**

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:

- ☐ 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 |
|--|-------------------|---|
| Class A Common Stock, \$0.01 par value per share | CWH | 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 25, 2020, Camping World Holdings, Inc. (the “Company”) and Brent L. Moody, the Company’s President, agreed to amend Mr. Moody’s Employment Agreement, dated June 10, 2016, to reduce Mr. Moody’s base salary by \$200,000 to \$50,000, effective March 30, 2020 (the “Amendment”).

The foregoing description of the Amendment is qualified in its entirety by reference to the full and complete terms contained in the Amendment, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibits are filed with this Current Report:

| Exhibit No. | Description |
|-------------------------------------|---|
| <u>Exhibit 10.1</u> | <u>First Amendment to Employment Agreement, by and between the Company and Brent Moody, dated March 25, 2020.</u> |
| Exhibit 104 | Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document |

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.

CAMPING WORLD HOLDINGS, INC.

By: /s/ Melvin L. Flanigan

Name: Melvin L. Flanigan

Title: Chief Financial Officer and Secretary

Date: March 25, 2020

FIRST AMENDMENT TO EMPLOYMENT AGREEMENT

THIS FIRST AMENDMENT TO EMPLOYMENT AGREEMENT (this "Amendment") is made and entered into effective as of the 25th day of March, 2020 by and between **BRENT MOODY**, an Illinois resident ("Employee"), Camping World Holdings, Inc., a Delaware corporation ("Camping World") and CWGS Enterprises, LLC, a Delaware limited liability company (the "Partnership" and, together with Camping World and any of the Affiliates of Camping World and the Partnership as may employ the Employee from time to time, and any successor(s) thereto, the "Company").

RECITALS

WHEREAS, the Company and Employee entered into that certain Employment Agreement dated June 10, 2016 (the "Agreement"); and

WHEREAS, the Company and Employee desire to amend the Agreement pursuant to the terms and conditions of this Amendment.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Section 4.01 of the Agreement is hereby deleted and replaced with the following effective as of March 30, 2020:

"4.01 Base Salary. During the Term, the Company shall pay to Employee a base annual salary of Fifty Thousand and No/100 Dollars (\$50,000.00) ("Base Salary"), which salary shall be paid in accordance with the Company's normal payroll procedures and policies.

2. Except as modified by this Amendment, the Agreement is hereby ratified and affirmed and shall remain in full force and effect. In the event of any conflicts between the terms of the Amendment and the terms of the Agreement, the terms of this Amendment shall control.

3. This Amendment may be executed in one or more counterparts, each of which shall be deemed an original and all of which when taken together shall constitute one and the same instrument.

[Signatures on following page]

IN WITNESS WHEREOF, the parties have executed this Amendment as of the date set forth in the first paragraph.

CAMPING WORLD HOLDINGS, INC.

By: /s/ Marcus Lemonis
Marcus Lemonis, Chairman
Marcus Lemonis
Chairman and Chief Executive Officer

CWGS ENTERPRISES, LLC

By: /s/ Marcus Lemonis
Marcus Lemonis, Chairman
Marcus Lemonis
Chairman and Chief Executive Officer

/s/ Brent Moody
BRENT MOODY