

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):

November 15, 2018



**NIKE, Inc .**

(Exact name of registrant as specified in charter)

OREGON

1-10635

93-0584541

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

ONE BOWERMAN DRIVE  
BEAVERTON, OR

97005-6453

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(503) 671-6453

NO CHANGE

(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))

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.**

Effective November 15, 2018, the Board of Directors of NIKE, Inc. (the “Company”) appointed John W. Rogers, Jr. to serve as a Director of the Company.

John W. Rogers, Jr., 60, is Chairman, Chief Executive Officer and Chief Investment Officer of Ariel Investments, LLC, a privately-held money management firm he founded in 1983, which serves individual and institutional investors through its mutual funds and separate accounts. Mr. Rogers is a Trustee of Ariel Investment Trust, the investment company consisting of the six mutual funds his firm manages. In 2008, he was awarded Princeton University’s highest honor, the Woodrow Wilson Award, presented each year to the alumnus whose career embodies a commitment to national service. He served as co-chair for the Presidential Inaugural Committee 2009, and more recently, joined the Barack Obama Foundation’s Board of Directors. Mr. Rogers serves as a director of Exelon Corporation, McDonald’s Corporation and The New York Times Company. He also serves as trustee of the University of Chicago, Rush University Medical Center, the Robert F. Kennedy Center for Justice and Human Rights, the National Association of Basketball Coaches (NABC) Foundation, Inc., and is a life trustee of the Chicago Symphony Orchestra. Mr. Rogers was selected to serve on the Board because of his broad knowledge of finance, risk assessment, leadership development and succession planning.

There was no arrangement or understanding pursuant to which Mr. Rogers was elected as a director, and there are no related party transactions between the Company and Mr. Rogers.

Mr. Rogers will participate in the Company’s standard director compensation program which provides for an annual retainer of \$100,000 per year, an annual restricted stock award of \$175,000 and a sign-on restricted stock award of \$175,000.

Effective November 15, 2018, the Compensation Committee of the Board of Directors awarded Mr. Rogers 2,355 shares of the Company’s Class B Common Stock. The shares are subject to forfeiture in the event that Mr. Rogers’ service as a director of the Company terminates prior to the first anniversary of the grant.

The Company issued a press release on November 19, 2018 announcing the appointment of Mr. Rogers. The press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

The following exhibit is furnished with this Form 8-K:

| <b><u>Exhibit No.</u></b> | <b><u>Exhibit</u></b>   |
|---------------------------|---|
| <u>99.1</u>               | <a href="#"><u>NIKE, Inc. Press Release dated November 19, 2018</u></a> |

**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.

**NIKE, Inc.  
(Registrant)**

Date: November 19, 2018

By:

/s/ Andrew Campion

Andrew Campion

Chief Financial Officer



Investor Contact:

Nitesh Sharan  
(503) 532-2828

Media Contact:

Mark Rhodes  
(503) 532-8877

**John W. Rogers, Jr. Joins NIKE, Inc. Board of Directors**

**BEAVERTON, Ore., Nov. 19, 2018** --- NIKE, Inc. (NYSE: NKE) today announced John W. Rogers, Jr. has been appointed to the Company's Board of Directors.

Rogers, 60, is founder, Chairman, CEO and Chief Investment Officer of Ariel Investments, LLC.

"John brings with him a depth of financial expertise and we are pleased to welcome him to Nike's Board of Directors," said Mark Parker, Chairman, President and CEO of NIKE, Inc. "His insights as a business leader will be invaluable as Nike moves into its next phase of accelerated growth."

Rogers founded Ariel Investments in 1983 to focus on undervalued small and medium-sized companies, after working as a stockbroker at William Blair & Co., LLC. He has built a solid long-term track record as the lead Portfolio Manager for Ariel Fund, a position he has held continuously since its inception in 1986.

Beyond Ariel, John serves as a board member of Exelon Corp., McDonald's Corp., and The New York Times Co. Additionally, he is a director of the Robert F. Kennedy Center for Justice and Human Rights, and a member of the American Academy of Arts and Sciences. Following the election of President Barack Obama, he served as co-chair for the Presidential Inaugural Committee 2009, and more recently, he joined the Barack Obama Foundation's Board of Directors. From 2009 to 2015, he served as Chair of the University of Chicago Laboratory School and has served as a Trustee of the University of Chicago since 2000. John earned his AB from Princeton University, where he was captain of the varsity basketball team. In 2008 he was awarded Princeton's highest honor, the Woodrow Wilson Award.

**About NIKE, Inc.**

NIKE, Inc., based near Beaverton, Ore., is the world's leading designer, marketer and distributor of authentic athletic footwear, apparel, equipment and accessories for a wide variety of sports and fitness activities. Wholly-owned NIKE, Inc. subsidiary brands include Converse, which designs, markets and distributes athletic lifestyle footwear, apparel and accessories; and Hurley, which designs, markets and distributes surf and youth lifestyle footwear, apparel and accessories. For more information, Nike's earnings releases and other financial information are available at <http://investors.nike.com>. Individuals can also visit <http://news.nike.com/> and follow @Nike.