

**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

September 12, 2023

Date of Report (date of earliest event reported)



NIKE, Inc.

(Exact name of registrant as specified in its charter)

Oregon

(State or other jurisdiction of incorporation)

1-10635

(Commission File Number)

93-0584541

(I.R.S. Employer Identification No.)

**ONE BOWERMAN DRIVE
BEAVERTON, OR 97005-6453**

(Address of principal executive offices and zip code)

(503) 671-6453

Registrant's telephone number, including area code

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))

Securities registered pursuant to Section 12(b) of the Act:

| Class B Common Stock | NKE | New York Stock Exchange |
|-----------------------------|------------------|---|
| (Title of each class) | (Trading Symbol) | (Name of each exchange on which registered) |

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.

NIKE, Inc. (the “Company”) held its annual meeting of shareholders virtually on Tuesday, September 12, 2023. The following matters were submitted to a vote of the shareholders, the results of which were as follows:

Proposal 1 - Election of Directors

Directors Elected by Holders of Class A Common Stock:

| | <u>Votes Cast For</u> | <u>Votes Withheld</u> | <u>Broker Non-Votes</u> |
|------------------|-----------------------|-----------------------|-------------------------|
| Timothy Cook | 304,257,348 | 0 | 0 |
| John Donahoe II | 304,257,348 | 0 | 0 |
| Thasunda Duckett | 304,257,348 | 0 | 0 |
| Mónica Gil | 304,257,348 | 0 | 0 |
| Maria Henry | 304,257,348 | 0 | 0 |
| Peter Henry | 304,257,348 | 0 | 0 |
| Travis Knight | 304,257,348 | 0 | 0 |
| Mark Parker | 304,257,348 | 0 | 0 |
| Michelle Peluso | 304,257,348 | 0 | 0 |

Directors Elected by Holders of Class B Common Stock:

| | <u>Votes Cast For</u> | <u>Votes Withheld</u> | <u>Broker Non-Votes</u> |
|------------------|-----------------------|-----------------------|-------------------------|
| Cathleen Benko | 907,607,839 | 34,509,653 | 103,492,834 |
| Alan Graf, Jr. | 888,901,743 | 53,215,749 | 103,492,834 |
| John Rogers, Jr. | 607,714,783 | 334,402,709 | 103,492,834 |
| Robert Swan | 924,512,343 | 17,605,149 | 103,492,834 |

Proposal 2 - Advisory Vote on Executive Compensation

Class A and Class B Common Stock Voting Together:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|---------------|----------------|----------------|-------------------------|
| 1,089,327,174 | 148,866,857 | 8,180,809 | 103,492,834 |

Proposal 3 - Advisory Vote on the Frequency of Advisory Votes on Executive Compensation

Class A and Class B Common Stock Voting Together:

| <u>1 Year</u> | <u>2 Years</u> | <u>3 Years</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|---------------|----------------|----------------|----------------|-------------------------|
| 1,233,176,858 | 870,788 | 10,930,002 | 1,397,192 | 103,492,834 |

Consistent with the recommendation of the Company's Board of Directors and the vote of shareholders, the Company will continue to hold an advisory vote to approve executive compensation annually until the next required vote on the frequency of such advisory votes takes place (which the Company expects will be at its 2029 annual meeting of shareholders).

Proposal 4 - Ratification of the Appointment of PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm for the Fiscal Year ending May 31, 2024

Class A and Class B Common Stock Voting Together:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|---------------|----------------|----------------|-------------------------|
| 1,297,350,783 | 50,624,149 | 1,892,742 | 0 |

Proposal 5 - Shareholder Proposal Regarding Supplemental Pay Equity Disclosure

Class A and Class B Common Stock Voting Together:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 361,740,247 | 859,393,513 | 25,241,080 | 103,492,834 |

Proposal 6 - Shareholder Proposal Regarding a Supply Chain Management Report

Class A and Class B Common Stock Voting Together:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 146,306,970 | 1,072,540,732 | 27,527,138 | 103,492,834 |

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: September 15, 2023

By: /s/ Matthew Friend

Matthew Friend

Executive Vice President and Chief Financial Officer