

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): September 7, 2022



Daktronics, Inc.
(Exact Name of Registrant as Specified in Charter)

South Dakota
(State or Other Jurisdiction of
Incorporation)

0-23246
(Commission
File Number)

46-0306862
(I.R.S. Employer
Identification No.)

**201 Daktronics Drive
Brookings, SD 57006**
(Address of Principal Executive Offices, and Zip Code)

(605) 692-0200
(Registrant's Telephone Number, Including Area Code)

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
Common Stock, No Par Value	DAKT	Nasdaq Global Select Market
Preferred Stock Purchase Rights	DAKT	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

Section 5 - Corporate Governance and Management

Item 5.07 Submission of Matters to a Vote of Security Holders

(a) On September 7, 2022, the Company held its Annual Meeting of Shareholders for fiscal 2022 ("2022 Annual Meeting"). Of the 45,033,839 shares of the Company's common stock outstanding and entitled to vote at the 2022 Annual Meeting, 39,017,214 shares, or 86.6 percent, which constituted a quorum, were represented at the 2022 Annual Meeting.

(b) The results of the votes on the proposals at the 2022 Annual Meeting were as follows

Proposal 1. Election of Directors. The following individuals were elected as directors by the following vote, each to serve a three-year term that expires on the date of the Annual Meeting of Shareholders in 2025 or until his or her successor is duly elected:

Director Nominee	Number of Shares Voted		Broker Non-Votes
	For	Withheld	
Kevin P. McDermott	26,741,233	1,319,540	10,956,441
Andrew Siegel	26,380,107	1,680,666	10,956,441

Proposal 2. Advisory (non-binding) approval of the Company's executive compensation. The shareholders approved the compensation of the Company's executive officers as described in its proxy statement for the 2022 Annual Meeting by the following advisory vote:

	Number of Shares Voted			Broker Non-Votes
	For	Against	Abstain	
	25,474,782	2,084,535	501,454	10,956,443

Proposal 3. Ratification of Appointment of Independent Registered Public Accounting Firm. The appointment of Deloitte & Touche, LLP as the Company's independent registered public accounting firm for fiscal 2023 was ratified by the following vote:

	Number of Shares Voted			Broker Non-Votes
	For	Against	Abstain	
	38,921,349	77,689	18,176	—

Proposal 4. Amendment to our Employee Stock Purchase Plan ("ESPP"). The approval of an amendment to the ESPP to increase the number of shares authorized under the ESPP to 5,500,000 (an increase of 1,500,000 shares) was approved by the following vote:

	Number of Shares Voted			Broker Non-Votes
	For	Against	Abstain	
	27,277,314	655,356	128,103	10,956,441

Proposal 5. Approval of our Shareholder Rights Agreement. The Shareholder Rights Agreement was approved by the following vote.

	Number of Shares Voted			Broker Non-Votes
	For	Against	Abstain	
	19,598,742	8,115,576	346,455	10,956,441

ITEM 9.01 Financial Statements and Exhibits

(d) Exhibits. The exhibits identified in the attached Exhibit Index are filed as part of this Current Report on Form 8-K.

SIGNATURE

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.

DAKTRONICS, INC.

By: /s/ Sheila M. Anderson

Sheila M. Anderson, Chief Financial Officer

Date: September 9, 2022

EXHIBIT INDEX

Exhibit No. Description

104 Cover page Interactive Data File (embedded within the Inline XBRL document)