

**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 4, 2019



Daktronics, Inc.
(Exact Name of Registrant as Specified in its 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

- (e) On September 5, 2019, the Compensation Committee of the Board of Directors of Daktronics, Inc. (the “Company”) recommended and the Board of Directors authorized grants of incentive stock options to purchase shares of the Company’s common stock and grants of restricted stock units under the Company’s 2015 Stock Incentive Plan (the “Plan”) to five of the Named Executive Officers as indicated below.

Each of these new incentive stock options vests annually as to 20 percent of the shares subject to the option over five years beginning on the first anniversary of the date of grant, has a ten-year term, is subject to the terms and conditions of the Plan, and has an exercise price equal to the fair market value of the Company’s common stock on the grant date, which was \$7.47. Each of the new restricted stock units vest annually as to 20 percent of the shares subject to the restricted stock unit over five years beginning on the first anniversary of the date of grant and is subject to the terms and conditions of the Plan. Copies of the Plan and the forms of agreements under which these options and restricted stock units were granted are on file with the Securities and Exchange Commission as exhibits to the Company’s reports.

The following table describes the grants of the options and restricted stock units to the five Named Executive Officers effective on September 5, 2019:

Name	Title	Incentive Stock Options	Restricted Stock Units
		Shares Underlying Options	Shares Underlying Units
Reece A. Kurtenbach	President and Chief Executive Officer	13,500	5,400
Sheila M. Anderson	Chief Financial Officer	6,250	2,500
Bradley T. Wiemann	Executive Vice President	6,250	2,500
Matthew J. Kurtenbach	Vice President	6,250	2,500
Carla S. Gatzke	Vice President	6,250	2,500

ITEM 5.07 Submission of Matters to a Vote of Security Holders

- (a) On September 4, 2019, the Company held its Annual Meeting of Shareholders for fiscal 2019 (“2019 Annual Meeting”). Of the 45,137,864 shares of the Company’s common stock outstanding and entitled to vote at the 2019 Annual Meeting, 42,267,652 shares, or 93.64 percent, which constituted a quorum, were represented at the 2019 Annual Meeting.
- (b) The results of the votes on the proposals at the 2019 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 2022 or until his or her successor is duly elected:

Director Nominee	Number of Shares Voted		Broker Non-Votes
	For	Withheld	
Kevin P. McDermott	20,582,435	11,021,281	10,663,936
James B. Morgan	11,151,185	20,452,531	10,663,936

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 2019 Annual Meeting by the following advisory vote:

Number of Shares Voted			Broker Non-Votes
For	Against	Abstain	
29,820,139	1,425,276	358,301	10,663,936

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 2020 was ratified by the following vote:

Number of Shares Voted			Broker Non-Votes
For	Against	Abstain	
41,813,810	301,166	152,676	

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

September 6, 2019
