

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): June 16, 2021

**FLEXSTEEL INDUSTRIES, INC.**

(Exact name of registrant as specified in its charter)

Minnesota  
(State or other jurisdiction of incorporation)

0-5151  
(Commission File Number)

42-0442319  
(IRS Employer Identification No.)

385 Bell Street, Dubuque, Iowa 52001-0877  
(Address of principal executive offices, including zip code)

563-556-7730  
(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- 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 (Â§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (Â§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.

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, \$1.00 Par Value	FLXS	The NASDAQ Stock Market LLC

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) Effective June 14, 2021, the Board of Directors (the “Board”) of Flexsteel Industries, Inc. (the “Company”) appointed Kathryn P. Dickson to the Board. Ms. Dickson will serve as a Class II director, which class will stand for re-election at the 2021 annual meeting of the shareholders. Ms. Dickson was appointed as a member of the Board’s Compensation Committee.

Ms. Dickson will participate in the Company’s non-executive director compensation program. Pursuant to this program, Ms. Dickson will receive: (i) an annual retainer of \$55,000 for service as a Board member, and (ii) a quarterly stock grant with a value of \$17,500, rounded to the nearest share, with no additional vesting requirements. Ms. Dickson will also receive an annual retainer of \$5,000 for service as a member of the Compensation Committee.

Since the beginning of the Company’s last fiscal year through the present, there have been no transactions with the Company, and there are currently no proposed transactions with the Company, in which the amount involved exceeds \$120,000 and in which Ms. Dickson had or will have a direct or indirect material interest within the meaning of Item 404(a) of Regulation S-K. No arrangement or understanding exists between Ms. Dickson and any other person pursuant to which she was appointed as a director of the Company.

**Item 7.01 Regulation FD Disclosure**

On June 15, 2021, the Company issued a press release announcing the appointment of Ms. Dickson to the Board of the Company. A copy of the press release is furnished as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 7.01, including Exhibit 99.1 attached hereto, is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

**Exhibit**      **Description**

[99.1](#)              [Press Release by Flexsteel Industries, Inc. on June 16, 2021.](#)  
104              Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

**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.

**FLEXSTEEL INDUSTRIES, INC.**  
(Registrant)

Date: June 16, 2021

By: /s/ Derek P. Schmidt  
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Derek P. Schmidt  
Chief Financial Officer and Chief Operating Officer

**Flexsteel Industries Appoints Kathryn P. Dickson  
to its Board of Directors**

DUBUQUE, Iowa – June 15, 2021 – Flexsteel Industries, Inc. (NASDAQ:FLXS) (“Flexsteel” or the “Company”), one of the largest manufacturers, importers and online marketers of furniture products in the United States, today announced the appointment of Kathryn (Katy) P. Dickson as an independent director of the Company effective June 14, 2021.

Ms. Dickson is an omni-channel global executive who is known to provide organizational leadership resulting in digital transformation, global expansion, brand innovation, and revitalization. She has served in multiple public companies including Tilray, Mattel, News Corp, and General Mills, ranging in size from \$1 billion to \$16 billion in revenues.

“We are very fortunate to have Katy join our Board of Directors. She brings considerable innovation, organizational leadership, strategic planning, marketing, and omni-channel experience, and her guidance will be invaluable as we execute our plan to better serve our customers, generate profitable growth and improve shareholder returns,” said Flexsteel Chairman Thomas M. Levine. “Katy’s experience driving growth through omni-channel and digital strategies gives us confidence that she will be a great addition to our Board.”

Flexsteel CEO Jerry Dittmer added, “I am excited to have Katy join the Flexsteel Board of Directors. She has a distinct set of skills and experiences that will help us continue executing a winning strategy to accelerate the potential of Flexsteel. Her experience leading full P&Ls and driving growth through omni-channel and digital strategies is the expertise Flexsteel needs to provide our customers with an integrated customer experience. Her background and experience ideally complement the strength and expertise of our board members and I am looking forward to her guidance and working closely with her.”

**Professional Background of Katy P. Dickson**

Kathryn (Katy) P. Dickson served as President, Manitoba Harvest, a global company that manufactures and markets plant-based-protein foods and beverages, where she grew revenue by driving usage of hemp-based products at home. Ms. Dickson joined Manitoba Harvest in December 2019, after the acquisition of the business by Tilray, Inc, and served until the announced acquisition of Tilray, Inc. by Aphria, Inc, in December 2020. Prior to Manitoba Harvest, Ms. Dickson served as SVP for Mattel, Inc., a global learning, development, and play company, and President of its American Girl subsidiary from February 2016 through December 2018, where she expanded and grew a portfolio of products through an omni-channel strategy that included product innovation, digital marketing, experiential retail, and online merchandising. Prior to Mattel, Ms. Dickson served as Chief Marketing Officer for News America Marketing, a consumer-focused marketing business from February 2015 through February 2016. Prior to News America Marketing, Ms. Dickson served in increasingly responsible roles over more than 23 years at General Mills, Inc., a global manufacturer and marketer of branded consumer foods. Her leadership there included Vice President, Marketing Excellence, and Vice President/

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Business Unit Director for global brands including Betty Crocker, Pillsbury, and Old El Paso. Ms. Dickson holds a B.S. degree from the United States Air Force Academy, and an MBA from UCLA. She served as an officer in the U.S. Air Force where she achieved the rank of Captain. Ms. Dickson was a member of the Cooper Tire & Rubber Board of Directors from 2018 to June 7, 2021, when the acquisition of Cooper Tire & Rubber by Goodyear Tire & Rubber successfully closed.

### **About Flexsteel**

Flexsteel Industries, Inc. and Subsidiaries (the "Company") is one of the largest manufacturers, importers and online marketers of furniture products in the United States. Product offerings include a wide variety of furniture such as sofas, loveseats, chairs, reclining and rocker-reclining chairs, swivel rockers, sofa beds, convertible bedding units, occasional tables, desks, dining tables and chairs, and bedroom furniture. A featured component in most of the upholstered furniture is a unique steel drop-in seat spring from which the name "Flexsteel" is derived. The Company distributes its products throughout the United States through its eCommerce channel and direct sales force.

For more information, visit our web site at <http://www.flexsteel.com>.

### **INVESTOR CONTACT:**

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