

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) September 28, 2022

**Culp, Inc.**

(Exact Name of Registrant as Specified in its Charter)

North Carolina

(State or Other Jurisdiction  
of Incorporation)

1-12597

(Commission File Number)

56-1001967

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

1823 Eastchester Drive  
High Point, North Carolina 27265

(Address of Principal Executive Offices)  
(Zip Code)

(336) 889-5161

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former name or address, if changed from 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 (*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))

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

Title of each class	Trading Symbol	Name of exchange on which registered
Common stock, par value \$0.05 per share	CULP	New York Stock Exchange

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.

**Item 5.07. Submission of Matters to a Vote of Security Holders**

On September 28, 2022, Culp, Inc. (the “Company”) held its annual meeting of shareholders. At the meeting, the Company’s shareholders: (i) elected each of the eight persons listed below under Proposal 1 to serve as a director of the Company until the 2023 annual meeting, or until their successors are elected and qualified; (ii) ratified the appointment of Grant Thornton LLP as the independent auditors of the Company for fiscal 2023; and (iii) voted for a resolution approving, on an advisory basis, the compensation paid to the Company’s named executive officers (Say on Pay vote). The following information sets forth the results of the voting at the annual meeting.

**Proposal 1: To elect eight directors to serve until the 2023 annual meeting of shareholders, or until their successors are elected and qualified**

<b>Director Nominee</b>	<b>Shares Voted For</b>	<b>Shares Withheld</b>	<b>Broker Non-Votes</b>
John A. Baugh	7,615,622	898,527	1,585,289
Robert G. Culp, IV	7,752,661	761,488	1,585,289
Perry E. Davis	7,623,309	890,840	1,585,289
Sharon A. Decker	7,627,075	887,074	1,585,289
Kimberly B. Gatling	7,631,475	882,674	1,585,289
Fred A. Jackson	7,618,245	895,904	1,585,289
Jonathan L. Kelly	7,626,345	887,804	1,585,289
Franklin N. Saxon	7,561,184	952,965	1,585,289

**Proposal 2: To ratify the appointment of Grant Thornton LLP as the Company’s independent auditors for fiscal 2022**

For	9,971,464
Against	111,338
Abstain	16,636
Broker Non-Votes	0

**Proposal 3: Advisory vote on executive compensation (Say on Pay)**

For	6,921,683
Against	1,566,080
Abstain	26,386
Broker Non-Votes	1,585,289

**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.**

**Date: October 3, 2022**

**CULP, INC.  
(Registrant)**

**By: /s/ Kenneth R. Bowling  
Executive Vice President,  
Chief Financial Officer**