

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 9, 2022

HIBBETT, INC.

Hibbett, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

000-20969
(Commission
File Number)

20-8159608
(IRS Employer
Identification No.)

2700 Milan Court
Birmingham, Alabama 35211
(Address of principal executive offices)

(205) 942-4292
(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:

- 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, \$0.01 Par Value Per Share	HIBB	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.

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

On June 9, 2022, Jamere Jackson notified Hibbett, Inc., a Delaware corporation (the “Company”), of his decision to resign from the Board of Directors of the Company (the “Board”) and as a member of the Audit Committee of the Board (the “Audit Committee”), effective immediately. Mr. Jackson’s decision to resign from the Board was not the result of any disagreement with the Company over any of its operations, policies or practices.

On June 10, 2022, the Board appointed Pamela Edwards to fill the vacancy created by the resignation of Mr. Jackson, effective June 10, 2022. Ms. Edwards will serve as a Class III member of the Board for a term expiring at the Company’s 2023 Annual Meeting of Stockholders, and until her successor is duly elected and qualified or until her earlier death, resignation, disqualification or removal. In addition, the Board appointed Ms. Edwards to serve as a member of the Audit Committee.

Ms. Edwards will receive compensation as a non-employee director of the Company in accordance with the Company’s non-employee director compensation practices described in the Company’s proxy statement filed with the Securities and Exchange Commission (the “SEC”) on April 15, 2022. The initial annual retainer and initial annual equity grant to be received by Ms. Edwards will be prorated for her services during the remainder of fiscal year 2023.

There are no arrangements or understandings between Ms. Edwards and any other person pursuant to which she was appointed as a member of the Board. There are no family relationships between Ms. Edwards and any director, executive officer, or any person nominated or chosen by the Company to become a director or executive officer. There are no related person transactions (within the meaning of Item 404(a) of Regulation S-K promulgated by the SEC between Ms. Edwards and the Company.

Item 7.01. Regulation FD Disclosure.

On June 13, 2022, the Company issued a press release (the “Press Release”) announcing Mr. Jackson’s resignation from and Ms. Edward’s appointment to the Board. A copy of the Press Release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in Item 7.01 of this Current Report on Form 8-K, as well as Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be deemed incorporated by reference in any filing under the Securities Act, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated June 13, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

HIBBETT, INC.

June 13, 2022

By: /s/ David M. Benck
David M. Benck
Senior Vice President and General Counsel

HIBBETT | CITY GEAR

ESTABLISHED 1945

Contact: David Benck
Senior Vice President and General Counsel
(205) 942-4292

HIBBETT ANNOUNCES CHANGES TO THE BOARD OF DIRECTORS

BIRMINGHAM, AL (June 13, 2022)—Hibbett, Inc. (Nasdaq/GS: HIBB), an athletic-inspired fashion retailer, announced the resignation of Mr. Jamere Jackson, effective Thursday, June 9, 2022, and the appointment of Ms. Pamela Edwards to the Company’s Board of Directors, effective Friday, June 10, 2022. Mr. Jackson is resigning for personal reasons and there were no disagreements between Mr. Jackson and the Company in connection with his resignation. The resignation and subsequent appointment maintains the size of the Board at 10. Ms. Edwards will serve on the Audit Committee and will be a Class III Director whose term expires at the 2023 Annual Stockholders Meeting.

Ms. Edwards was most recently with Citi Trends as its Executive Vice President and Chief Financial Officer from January 2021 to April 2022. Prior to her retirement from Citi Trends, she was with L Brands Inc., as the Chief Financial Officer and Executive President for its Mast Global division from 2017-2020, as the Chief Financial Officer of its Victoria’s Secret division from 2007-2017, and as the Chief Financial Officer of its Express division from 2005-2007. Prior to L Brands Inc., Ms. Edwards worked in various business and financial planning roles at Gap/Old Navy, Sears Roebuck and Kraft Foods.

Ms. Edwards has an MBA from the Fuqua School of Business at Duke University and a Bachelor of Science degree in Finance from Florida A&M University. Ms. Edwards currently serves on the board of directors of Neiman Marcus Group, LLC. She qualifies as an “audit committee financial expert” within the meaning of applicable regulations of the Securities and Exchange Commission pursuant to the Sarbanes-Oxley Act of 2002.

Anthony F. Crudele, Chairman of the Board, stated, “Pam is a highly accomplished senior executive with extensive business and strategic leadership experience. Her impressive background, including over 15 years as a retail Chief Financial Officer, will bring valuable perspective and financial expertise to the Board and Audit Committee. We look forward to adding Pam to the Hibbett Board.”

Mr. Crudele continued, “I would also like to thank Jamere for his guidance, insight and counsel as Hibbett successfully navigated an unprecedented retail environment over the last two years. His other significant professional commitments resulted in his decision to resign from the Board at this time.”

Mr. Jackson commented, “It was an honor to be a member of the Hibbett Board and Audit Committee for the last two years. Although my current commitments prevent me from continuing to serve on the Board, I will always value the relationships I have built with the management team and my fellow Board members. I wish the entire Hibbett team nothing but the best in the future.”

On her appointment, Ms. Edwards commented, “I look forward to joining the Hibbett organization, a growing retailer that continues to leverage their strong position in the athletic-inspired fashion footwear and apparel market. I am familiar with many of the communities they operate in and the customer base they serve and believe that their consumer-centric focus is a critical success factor and differentiator. I believe my skill set and experience is complimentary to supporting the needs of the Company and I look forward to contributing to Hibbett’s continued growth and success.”

About Hibbett, Inc.

Hibbett, headquartered in Birmingham, Alabama, is a leading athletic-inspired fashion retailer with 1,105 Hibbett and City Gear specialty stores located in 35 states nationwide as of April 30, 2022. Hibbett has a rich history of convenient locations, personalized customer service and access to coveted footwear, apparel and equipment from top brands like Nike, Jordan and adidas. Consumers can browse styles, find new releases, shop looks and make purchases online or in their nearest store by visiting www.hibbett.com. Follow us @hibbettsports and @citygear on Facebook, Instagram and Twitter.

End of Exhibit 99.1