

---

---

**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): April 26, 2023

**UFP INDUSTRIES, INC.**

(Exact name of registrant as specified in its charter)

**Michigan**

(State or other Jurisdiction of  
Incorporation)

**0-22684**

(Commission File Number)

**38-1465835**

(IRS Employer Identification No.)

**2801 East Beltline, NE, Grand Rapids, Michigan**

(Address of Principal Executive Offices)

**49525**

(Zip Code)

Registrant's telephone number, including area code: **(616) 364-6161**

**None**

(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        | UFPI              | The NASDAQ Stock Market, LLC              |

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

---

---

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

At the Company's Annual Meeting of Shareholders held on April 26, 2023, the matters listed below were submitted to a vote of the shareholders through the solicitation of proxies. The proposals are described in detail in the Company's proxy statement, filed with the SEC on March 17, 2023. The voting results are as follows:

**Proposal 1: Election of Directors**

The following individuals were elected to serve as directors of the Company to hold office until the 2026 Annual Meeting of Shareholders, under the terms of the Company's Bylaws:

| <b>Nominee</b>        | <b>For</b> | <b>Against</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|-----------------------|------------|----------------|-----------------|-------------------------|
| Benjamin J. McLean    | 49,523,492 | 3,087,390      | 46,840          | 4,205,202               |
| Mary Tuuk Kuras       | 48,470,503 | 4,127,221      | 59,998          | 4,205,202               |
| Michael G. Wooldridge | 41,206,088 | 11,400,468     | 51,166          | 4,205,202               |

**Proposal 2: Ratification of the Appointment of Independent Auditors**

The shareholders ratified the appointment of Deloitte & Touche LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 56,562,874 | 256,815        | 43,235         | -                       |

**Proposal 3: Advisory (Non-Binding) Vote on Executive Compensation**

The shareholders approved a proposed resolution approving the compensation of the Company's named executive officers, as disclosed pursuant to the compensation disclosure rules of the SEC.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 50,137,934 | 2,445,854      | 73,934         | 4,205,202               |

**Proposal 4: Advisory (Non-Binding) Vote on Frequency of Advisory Vote on Executive Compensation**

The shareholders voted to cast advisory votes annually on the compensation of the Company's named executive officers.

| <b>One Year</b> | <b>Two Years</b> | <b>Three Years</b> | <b>Abstain</b> |
|-----------------|------------------|--------------------|----------------|
| 49,425,776      | 93,102           | 3,071,627          | 67,217         |

**Item 9.01. Exhibits.****Exhibits**

104 Cover Page Interactive File (the cover page XBRL tags are embedded in 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 thereunto duly authorized.

Dated: April 28, 2023

UFP INDUSTRIES, INC.  
(Registrant)

By: /s/ Michael R. Cole

\_\_\_\_\_  
Michael R. Cole

Principal Financial Officer and Treasurer