
**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): May 22, 2024

a.k.a. Brands Holding Corp.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-40828
(Commission File Number)

87-0970919
(IRS Employer
Identification No.)

**100 Montgomery Street, Suite 2270
San Francisco, California 94104**
(Address of Principal Executive Offices, including Zip Code)

415-295-6085
(Registrant's Telephone Number, Including Area Code)

N/A
(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 (see General Instructions 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(s):	Name of each exchange on which registered:
Common Stock, par value \$0.001 per share	AKA	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 (§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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As described under Item 5.07 below, an amendment to the a.k.a. Brands Holding Corp. 2021 Omnibus Incentive Plan, as amended, to increase the number of shares authorized for issuance thereunder by 1,100,000 shares (the "Amendment") was approved by the shareholders of a.k.a. Brands Holding Corp. (the "Company") and became effective on May 22, 2024. The material terms of the Amendment are summarized on pages 27 through 35 of the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 24, 2024, which description is incorporated herein by reference.

The description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, a copy of which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

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

On May 22, 2024, the Company held its annual meeting of shareholders (the "Annual Meeting"). A total of 10,241,135 shares, or 97.69% of the total shares entitled to vote, were represented at the Annual Meeting. The final voting results for each matter submitted to a vote of shareholders at the Annual Meeting are as follows:

1. The following nominees were elected to the Company's board of directors for terms ending at the 2027 annual meeting of shareholders:

	For	Withheld	Broker Non-Votes
Myles McCormick	9,804,820	182,476	253,839
Jill Ramsey	8,673,462	1,313,834	253,839

2. The Amendment was approved:

For:	7,811,950
Against:	2,175,194
Abstain:	152
Broker Non-Votes:	253,839

3. The appointment of PricewaterhouseCoopers LLP, a Delaware limited partnership, as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024 was ratified:

For:	10,078,605
Against:	3,154
Abstain:	159,376

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	Amendment No. 2 to the a.k.a. Brands Holding Corp. 2021 Omnibus Incentive Plan
104	Cover page interactive data file (embedded within the inline XBRL document)

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.

a.k.a. Brands Holding Corp.

Date: May 28, 2024

By: /s/ Ciaran Long
Name: Ciaran Long
Title: Interim Chief Executive Officer and Chief Financial Officer

**AMENDMENT NO. 2
TO THE A.K.A. BRANDS HOLDING CORP.
2021 OMNIBUS INCENTIVE PLAN**

THIS AMENDMENT NO. 2 to the a.k.a. Brands Holding Corp. 2021 Omnibus Incentive Plan (this “**Amendment No. 2**”) is made as of May 22, 2024, by a.k.a. Brands Holding Corp., a Delaware corporation, and its successors by operation of law (the “**Company**”), to be effective as set forth herein.

WHEREAS, the Company maintains the a.k.a. Brands Holding Corp. 2021 Omnibus Incentive Plan (the “**Plan**”); and

WHEREAS, pursuant to Section 17 of the Plan, the Company desires to amend the Plan to (i) increase the aggregate number of shares of Company common stock, par value \$0.001 per share (“**Common Stock**”) for issuance under the Plan, and (ii) increase the number of shares of Common Stock reserved for issuance of Incentive Stock Options.

NOW, THEREFORE, the Plan is hereby amended, as follows:

Each of Section 4(a) and 4(c) of the Plan is hereby amended by deleting the present section in its entirety and substituting the following in lieu thereof:

4. Shares Available Under the Plan; Other Limitations.

(a) Number of Shares Available for Delivery. Subject to adjustment as provided in Section 10 hereof, the total number of shares of Stock reserved and available for delivery in connection with Awards under the Plan shall equal 2,341,689 (the “Share Reserve”), plus any shares of Stock added as a result of the “evergreen” provision in the following sentence. The Share Reserve will automatically increase on January 1st of each calendar year, beginning with calendar year 2022 and ending with a final increase on January 1, 2031, in an amount equal to 1% of the total number of shares of Stock outstanding on December 31st of the immediately preceding calendar year. The Committee may provide that there will be no January 1st increase in the Share Reserve for any such year, or that the increase in the Share Reserve for any such year will be a smaller number of shares of Stock than would otherwise occur pursuant to the preceding sentence. Shares of Stock delivered under the Plan shall consist of authorized and unissued shares or previously issued shares of Stock reacquired by the Company on the open market or by private purchase. Notwithstanding the foregoing, (i) except as may be required by reason of Section 422 of the Code, the number of shares of Stock available for issuance hereunder shall not be reduced by shares issued pursuant to Awards issued or assumed in connection with a merger or acquisition as contemplated by, as applicable, NYSE Listed Company Manual Section 303A.08, NASDAQ Listing Rule 5635(c) and IM-5635-1, AMEX Company Guide Section 711, or other applicable stock exchange rules, and their respective successor rules and listing exchange promulgations (each such Award, a “Substitute Award”), and (ii) shares of Stock shall not be deemed to have been issued pursuant to the Plan with respect to any portion of an Award that is settled in cash.

(c) Incentive Stock Options. No more than 2,341,689 shares of Stock (subject to adjustment as provided in Section 10 hereof) reserved for issuance hereunder may be issued or transferred upon exercise or settlement of Incentive Stock Options.

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This Amendment No. 2 to the Plan is subject to approval by the shareholders of the Company at a meeting duly called for such purposes. Capitalized terms not specifically defined in this Amendment No. 2 to the Plan shall have the meanings provided to them in the Plan. Except as hereby modified, the Plan shall remain in full force and effect.