

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 18, 2019

**Dillard's, Inc.**

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(Exact Name of Registrant as Specified in its Charter)

**Delaware**

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(State or Other Jurisdiction of Incorporation)

**1-6140**

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(Commission File Number)

**71-0388071**

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

**1600 Cantrell Road  
Little Rock, Arkansas**

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(Address of Principal Executive Offices)

**72201**

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(Zip Code)

**(501) 376-5200**

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(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

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(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 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 (§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**

Dillard's, Inc. (the "Company") held its Annual Meeting of Stockholders on May 18, 2019 in Little Rock, Arkansas. The following matters were submitted to a vote of the stockholders, the results of which were as follows:

**1. Election of Directors**

	Votes For	Votes Against	Votes Abstained	Broker Non-Votes
<b><u>Class A. Nominees:</u></b>				
Frank R. Mori	17,644,385	538,697	19,238	1,312,855
Reynie Rutledge	18,016,051	170,506	15,763	1,312,855
J.C. Watts, Jr.	18,003,683	181,684	16,953	1,312,855
Nick White	17,654,620	527,946	19,754	1,312,855
<b><u>Class B Nominees:</u></b>				
Robert C. Connor	4,009,944	-	-	-
Alex Dillard	4,009,944	-	-	-
Mike Dillard	4,009,944	-	-	-
William Dillard, II	4,009,944	-	-	-
James I. Freeman	4,009,944	-	-	-
H. Lee Hastings, III	4,009,944	-	-	-
Drue Matheny	4,009,944	-	-	-
Warren A. Stephens	4,009,944	-	-	-

**Other Proposal**

	Votes For	Votes Against	Votes Abstained	Broker Non-Votes
2. Ratification of the selection of KPMG LLP as the Company's independent registered public accounting firm for 2019:	23,317,775	169,699	37,645	—

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.

DILLARD'S, INC.

DATED: May 21, 2019

By:  
Name:  
Title:

/s/ Phillip R. Watts

Phillip R. Watts  
Senior Vice President, Co-Principal Financial  
Officer and Principal Accounting Officer

By:  
Name:  
Title:

/s/ Chris B. Johnson

Chris B. Johnson  
Senior Vice President and Co-Principal Financial  
Officer