
**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 21, 2025

Flexsteel Industries Inc

(Exact name of Registrant as Specified in Its Charter)

Minnesota
(State or Other Jurisdiction
of Incorporation)

0-5151
(Commission File Number)

42-0442319
(IRS Employer
Identification No.)

385 Bell Street
Dubuque, Iowa
(Address of Principal Executive Offices)

52001-7004
(Zip Code)

Registrant's Telephone Number, Including Area Code: (563) 556-7730

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

(d) Effective May 21, 2025, the Board of Directors (the “Board”) of Flexsteel Industries, Inc. (the “Company”) appointed Terence P. Calloway to the Board. Mr. Calloway will serve as a Class I director, which class will stand for re-election at the 2026 annual meeting of the shareholders. Mr. Calloway was appointed as a member of the Board’s Audit and Ethics Committee.

Mr. Calloway will participate in the Company’s non-executive director compensation program. Pursuant to this program, Mr. Calloway will receive: (i) an annual retainer of \$61,500 for service as a Board member, and (ii) a quarterly stock grant with a value of \$24,250, rounded to the nearest share, with no additional vesting requirements. Mr. Calloway will also receive an annual retainer of \$7,500 for service as a member of the Audit and Ethics Committee.

To accommodate Mr. Calloway’s appointment, the number of Board members was increased from seven to eight.

Since the beginning of the Company’s last fiscal year through the present, there have been no transactions with the Company, and there are currently no proposed transactions with the Company, in which the amount involved exceeds \$120,000 and in which Mr. Calloway had or will have a direct or indirect material interest within the meaning of Item 404(a) of Regulation S-K. No arrangement or understanding exists between Mr. Calloway and any other person pursuant to which he was appointed as a director of the Company.

Item 7.01 Regulation FD Disclosure.

On May 21, 2025, the Company issued a press release announcing the appointment of Mr. Calloway to the Board of the Company. A copy of the press release is furnished as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 7.01, including Exhibit 99.1 attached hereto, is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release by Flexsteel Industries, Inc. dated May 21, 2025.
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

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.

FLEXSTEEL INDUSTRIES, INC.

Date: May 21, 2025

By: /s/ Michael J. Ressler

Michael J. Ressler
Chief Financial Officer

Flexsteel Announces Change to Board of Directors

DUBUQUE, Iowa – May 21, 2025 – Flexsteel Industries, Inc. (NASDAQ:FLXS) (“Flexsteel” or the “Company”), one of the largest manufacturers, importers and marketers of residential furniture products in the United States, today announced the appointment of Terence P. Calloway as an independent director of the Company effective May 21, 2025.

Mr. Calloway is a global executive who is known to create competitive advantages that leverage technology and modern manufacturing processes to drive value creation, propel product innovation, and enhance profitability of globally recognized brands. He has served in multiple public companies including Energizer, Colgate-Palmolive, and Procter & Gamble.

“We are excited to have Terence join our Board of Directors. He brings considerable product innovation, supply chain, organizational leadership, and strategic planning experience, and his guidance will be invaluable as we execute our plan to better serve our customers, generate profitable growth, and improve shareholder returns,” said Flexsteel Chairman Thomas M. Levine. “Terence’s experience driving product innovation and supply chain excellence gives us confidence that he will be a great addition to our Board.”

Flexsteel CEO Derek Schmidt added, “We are fortunate to have Terence join the Flexsteel Board of Directors. He has a distinct set of skills and experiences that will help us continue executing the Company’s growth strategy. Terence has deep consumer product innovation experience and has strategically utilized supply chains to achieve a competitive advantage. His background and experience complement the strength and expertise of our board members, and I am looking forward to his guidance and working with him closely.”

Professional Background of Terence P. Calloway

Terence P. Calloway served as Executive Vice President, Global Product Supply, with Energizer Holdings, Inc, one of the largest and most recognized manufacturers of batteries in the marketplace. Mr. Calloway joined Energizer in 2015 and led a global team of over 4,100 employees within the manufacturing, engineering, quality, research and development, procurement, supply chain, and real estate functions prior to his retirement in April, 2025. Prior to Energizer, Mr. Calloway served as Director, Global Design and Package Development for Colgate-Palmolive Company, where he oversaw the global design and packaging program for the \$35 billion home care category from 2014-2015.

Prior to Colgate-Palmolive, Mr. Calloway served as Leader, Research and Development/Director, R&D and Glad Joint Venture for The Procter & Gamble Company, a manufacturer of products that sells consumer home and personal care packaged goods under globally-recognized household brands including Head & Shoulders, Pantene, Olay, Oral-B, Gillette, Crest, Vicks, Tide, Cascade, Febreze, Pampers, Charmin, and Swiffer. Mr. Calloway joined The Procter & Gamble Company in 1987 and held multiple positions with increasing levels of responsibility within the research and development function.

About Flexsteel

Flexsteel Industries, Inc., and Subsidiaries (the "Company") is one of the largest manufacturers, importers, and marketers of residential furniture products in the United States. Product offerings include a wide variety of furniture such as sofas, loveseats, chairs, reclining rocking chairs, swivel rockers, sofa beds, convertible bedding units, occasional tables, desks, dining tables and chairs, kitchen storage, bedroom furniture, and outdoor furniture. A featured component in most of the upholstered furniture is a unique steel drop-in seat spring from which the name "Flexsteel" is derived. The Company distributes its products throughout the United States through its e-commerce channel and direct sales force.

For more information, visit our website at <http://www.flexsteel.com>.

INVESTOR CONTACT:

Michael Ressler, Flexsteel Industries, Inc.
563.585.8116
investors@flexsteel.com
