
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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 11, 2019**

RTW RETAILWINDS, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation)

1-32315

(Commission File Number)

33-1031445

(IRS Employer Identification No.)

**330 West 34th Street
9th Floor**

New York, New York 10001

(Address of principal executive offices, including Zip Code)

(212) 884-2000

(Registrant's telephone number, including area code)

Not Applicable

(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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.001 per share	RTW	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 5.07 Submission of Matters to a Vote of Security Holders.

In accordance with the RTW Retailwinds, Inc. (the “Company”) notice and proxy statement dated May 1, 2019, the Company held its Annual Meeting of Stockholders on June 11, 2019 (the “meeting”). Holders of 61,431,031 shares of the Company’s common stock were present in person or by proxy, representing approximately 94.8% of the Company’s 64,827,150 shares outstanding on the record date of April 18, 2019. The following matters were voted upon and approved by the Company’s stockholders at the meeting:

Proposal 1 — Election of directors:

<u>Name of Nominee</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Miki Racine Berardelli	53,104,471	4,196,142	5,500	4,124,918
David H. Edwab	53,106,588	4,193,868	5,657	4,124,918
James O. Egan	53,151,405	4,147,751	6,957	4,124,918
Brenda Freeman	52,802,638	4,496,518	6,957	4,124,918
Christy Haubegger	53,100,274	4,199,382	6,457	4,124,918
John D. Howard	53,111,016	4,189,440	5,657	4,124,918
Grace Nichols	53,148,786	4,151,670	5,657	4,124,918
Gregory J. Scott	53,062,945	4,237,668	5,500	4,124,918

Proposal 2 — To ratify the appointment of BDO USA, LLP as the Company’s independent registered public accounting firm for fiscal year 2019:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
61,425,429	3,271	2,331	—

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RTW RETAILWINDS, INC.

Date: June 13, 2019

/s/ Sheamus Toal
Name: Sheamus Toal
Title: Executive Vice President,
Chief Operating Officer and
Chief Financial Officer