

---

**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 2, 2013**

---

**BIG 5 SPORTING GOODS CORPORATION**

(Exact name of registrant as specified in charter)

---

Delaware

000-49850

95-4388794

(State or Other Jurisdiction  
of Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

2525 East El Segundo Boulevard,  
El Segundo, California  
(Address of principal executive offices)

90245

(Zip Code)

Registrant's telephone number, including area code: (310) 536-0611

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 Instruction A.2):

- ☐ 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))
-

---

[Table of Contents](#)

**TABLE OF CONTENTS**

[Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers](#)

[Item 7.01. Regulation FD Disclosure](#)

[Item 9.01. Financial Statements and Exhibits](#)

[SIGNATURES](#)

[EX-99.1](#)

## [Table of Contents](#)

### **Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

#### *Appointment of Van B. Honeycutt to Board of Directors*

On April 2, 2013, the Board of Directors of Big 5 Sporting Goods Corporation (the “Company”) was expanded to eight directors, and the Board appointed Van B. Honeycutt as a Class B Director to fill the resulting vacancy on the Board. Accordingly, Mr. Honeycutt’s current term will expire at the Company’s 2013 annual meeting of stockholders. The Board has determined that Mr. Honeycutt satisfies the requirements for independence set forth in Marketplace Rule 4200(a)(15) of the Nasdaq National Market’s listing standards.

Mr. Honeycutt, 68, is the former Chairman and Chief Executive Officer of Computer Sciences Corporation (CSC), a leading global provider of technology-enabled business solutions and services. He joined CSC in 1975, serving in a variety of managerial and executive positions, including Vice President and General Manager of CSC’s Business Services Division, President of CSC Credit Services, Corporate Vice President and President of CSC’s Industry Services Group, and President and Chief Operating Officer of CSC. He was named Chief Executive Officer in 1995 and Chairman in 1997, and served in those positions until his retirement in 2007. Mr. Honeycutt also served on the board of directors of Beckman Coulter, Inc. from 1998 until 2011, and had previously served on the boards of Tenet Healthcare Corporation and FHP International Corporation. In addition, Mr. Honeycutt was appointed by the President of the United States to the National Security Telecommunications Advisory Committee in 1995 and served on the committee for ten years and as chairman for two years. Mr. Honeycutt earned a bachelor’s degree in business administration from Franklin University in Ohio, and completed Stanford University’s Executive Graduate Program.

There are no arrangements or understandings between Mr. Honeycutt and any other person(s) pursuant to which he was selected as a director.

Since the beginning of the Company’s last fiscal year, there was no transaction or series of similar transactions, nor is there any currently proposed transaction or series of similar transactions, to which the Company or any of its subsidiaries was or is to be a party, in which the amount involved exceeds \$120,000 and in which Mr. Honeycutt, or members of his immediate family, had or will have a direct or indirect material interest.

Concurrently with his appointment to the Board, Mr. Honeycutt was granted options to purchase 10,000 shares of the Company’s common stock at a price of \$14.92 per share. The options were issued under the Company’s Amended and Restated 2007 Equity and Performance Incentive Plan.

#### *Retirement of Michael D. Miller*

On April 2, 2013, Michael D. Miller indicated that he intended to retire from the Company’s Board of Directors at the end of his current term and to not seek reelection at the Company’s 2013 annual meeting of stockholders. Accordingly, Mr. Miller tendered his resignation from the Board effective as of the close of business on June 5, 2013, at which time the size of the Board will be reset to seven directors.

### **Item 7.01. Regulation FD Disclosure.**

The Company issued a press release regarding the appointment of Mr. Honeycutt on April 3, 2013. A copy of the press release is furnished herewith as Exhibit 99.1.

### **Item 9.01. Financial Statements and Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated April 3, 2013, issued by Big 5 Sporting Goods Corporation.

**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.

BIG 5 SPORTING GOODS CORPORATION

(Registrant)

Date: April 4, 2013

/s/ Barry D. Emerson

Barry D. Emerson

Senior Vice President, Chief Financial Officer and Treasurer



Contact:  
Big 5 Sporting Goods Corporation  
Barry Emerson  
Sr. Vice President and Chief Financial Officer  
(310) 536-0611

ICR, Inc.  
John Mills  
Senior Managing Director  
(310) 954-1105

#### **BIG 5 SPORTING GOODS CORPORATION APPOINTS VAN HONEYCUTT TO BOARD OF DIRECTORS**

EL SEGUNDO, Calif., April 3, 2013 — Big 5 Sporting Goods Corporation (NASDAQ: BGFV), a leading sporting goods retailer, today announced that it has appointed Van Honeycutt to serve on its board of directors, effective April 2, 2013. The Company also announced that Michael D. Miller, who has served as a director since 1997, will retire from the board of directors at the end of his current term in June 2013.

Mr. Honeycutt is the former Chairman and Chief Executive Officer of Computer Sciences Corporation (CSC), a leading global provider of technology-enabled business solutions and services. He joined CSC in 1975, serving in a variety of managerial and executive positions, including Vice President and General Manager of CSC's Business Services Division, President of CSC Credit Services, Corporate Vice President and President of CSC's Industry Services Group, and President and Chief Operating Officer of CSC. He was named Chief Executive Officer in 1995 and Chairman in 1997, and served in those positions until his retirement in 2007.

Mr. Honeycutt earned a bachelor's degree in business administration from Franklin University in Ohio, and completed Stanford University's Executive Graduate Program. He was appointed by the President of the United States to the National Security Telecommunications Advisory Committee in 1995 and served on the committee for ten years and as chairman for two years. Mr. Honeycutt previously served on the boards of directors of Beckman Coulter, Inc., Tenet Healthcare Corporation and FHP International Corporation.

"We are very pleased to welcome Van Honeycutt to our board," said Steven G. Miller, the Company's Chairman, President and Chief Executive Officer. "Van enjoyed a distinguished career in a wide range of leadership roles at Computer Sciences Corporation and we look forward to benefitting from his executive experience and technology background as we build upon our 58-year history and position our business for continued success."

Mr. Miller continued, “At the same time, we want to thank Michael Miller for the many valuable contributions that he provided to our company over the years.”

Mr. Honeycutt is scheduled to stand for reelection to the Company’s board of directors at the Company’s 2013 annual meeting of stockholders.

**About Big 5 Sporting Goods Corporation**

Big 5 is a leading sporting goods retailer in the western United States, operating 414 stores in 12 states under the “Big 5 Sporting Goods” name as of the end of the fiscal year ended December 30, 2012. Big 5 provides a full-line product offering in a traditional sporting goods store format that averages 11,000 square feet. Big 5’s product mix includes athletic shoes, apparel and accessories, as well as a broad selection of outdoor and athletic equipment for team sports, fitness, camping, hunting, fishing, tennis, golf, snowboarding and roller sports.

###