

**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): October 10, 2019

BIG 5 SPORTING GOODS CORPORATION

(Exact name of registrant as specified in charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-49850
(Commission
File Number)

95-4388794
(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))

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 \$0.01 per share	BGFV	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 Principal Officers; Election of Directors; Appointment of Principal Officers.

On October 10, 2019, the Board of Directors (the “Board”) of Big 5 Sporting Goods Corporation (the “Company”) appointed Stephen Carley as a Class A Director to fill a vacancy on the Board. Mr. Carley’s term will expire at the Company’s 2021 annual meeting of stockholders. The Board has determined that Mr. Carley satisfies the requirements for independence set forth in the rules of the NASDAQ Stock Market LLC.

Mr. Carley was previously Chief Executive Officer of Red Robin Gourmet Burgers for nearly six years and President and Chief Executive Officer of El Pollo Loco for almost ten years. He also served as President and Chief Operating Officer of the Universal City Hollywood theme park and entertainment complex, and served for eleven years at Pepsico in a variety of leadership positions within its Taco Bell division and other divisions. He began his career in marketing and product management with General Mills and The Pillsbury Company. Mr. Carley previously served as a director for Red Robin Gourmet Burgers, El Pollo Loco and Harte Hanks, a global marketing firm.

There are no arrangements or understandings between Mr. Carley and any other person(s) pursuant to which he was appointed as a director. Since the beginning of fiscal 2018, 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. Carley, or members of his immediate family, had or will have a direct or indirect material interest.

Concurrently with his appointment to the Board, Mr. Carley was granted options to purchase 10,000 shares of the Company’s common stock at a price of \$2.38 per share. The options were issued under the Company’s 2019 Equity Incentive Plan.

Item 7.01. Regulation FD Disclosure.

The Company issued a press release regarding the appointment of Mr. Carley on October 10, 2019. 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	<u>Press release, dated October 10, 2019, issued by Big 5 Sporting Goods Corporation.</u>

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.

BIG 5 SPORTING GOODS CORPORATION
(Registrant)

Date: October 11, 2019

/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
 Managing Partner
 (646) 277-1254

**BIG 5 SPORTING GOODS CORPORATION APPOINTS
 STEPHEN CARLEY TO ITS BOARD OF DIRECTORS**

EL SEGUNDO, Calif., October 10, 2019 — Big 5 Sporting Goods Corporation (NASDAQ: BGFV) (the “Company”), a leading sporting goods retailer, is pleased to announce the appointment of Stephen Carley to its board of directors, effective today. Mr. Carley has an extensive background in operational leadership, marketing and strategic planning, which he garnered during more than 40 years of experience as an executive and board member in a variety of consumer-facing industries.

Steven G. Miller, the Company’s Chairman, President and Chief Executive Officer commented, “Steve Carley brings exceptional experience driving operational improvements as chief executive of several multi-unit consumer-facing companies, as well as a strong background in marketing leadership roles across many leading brands. We are excited to have Steve join the Big 5 Sporting Goods Board of Directors and look forward to his contributions as we continue to refine and execute on our long-term growth strategy.”

Mr. Carley was previously Chief Executive Officer of Red Robin Gourmet Burgers for nearly six years and President and Chief Executive Officer of El Pollo Loco for almost ten years. He also served as President and Chief Operating Officer of the Universal City Hollywood theme park and entertainment complex, and served for eleven years at Pepsico in a variety of leadership positions within its Taco Bell division and other divisions. He began his career in marketing and product management with General Mills and The Pillsbury Company. Mr. Carley previously served as a director for Red Robin Gourmet Burgers, El Pollo Loco and Harte Hanks, a global marketing firm.

About Big 5 Sporting Goods Corporation

Big 5 is a leading sporting goods retailer in the western United States, operating 433 stores under the “Big 5 Sporting Goods” name as of the fiscal quarter ended September 29, 2019. 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, winter and summer recreation and roller sports.

Except for historical information contained herein, the statements in this release are forward-looking and made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements involve known and unknown risks and uncertainties and other factors that may cause Big 5’s actual results in current or future periods to differ materially from forecasted results. These risks and uncertainties include, among other things, changes in the consumer spending environment, fluctuations in consumer holiday spending patterns, increased competition from e-commerce retailers, breach of data security or other unauthorized disclosure of sensitive personal or confidential information, the competitive environment in the sporting goods industry in general and in Big 5’s specific market areas, inflation, product availability and growth opportunities, changes in the current market for (or regulation of) firearm-related products, disruption in product flow, seasonal fluctuations, weather conditions, changes in cost of goods, operating expense fluctuations, increases in labor and benefit-related expense, changes in laws or regulations, including those related to tariffs and duties, lower than expected profitability of Big 5’s e-commerce platform or cannibalization of sales from Big 5’s existing store base which could occur as a result of operating the e-commerce platform, litigation risks, stockholder campaigns and proxy contests, risks related to Big 5’s leveraged financial condition, changes in interest rates, credit availability, higher expense associated with sources of credit resulting from uncertainty in financial markets and

economic conditions in general. Those and other risks and uncertainties are more fully described in Big 5's filings with the Securities and Exchange Commission, including its Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q. Big 5 conducts its business in a highly competitive and rapidly changing environment. Accordingly, new risk factors may arise. It is not possible for management to predict all such risk factors, nor to assess the impact of all such risk factors on Big 5's business or the extent to which any individual risk factor, or combination of factors, may cause results to differ materially from those contained in any forward-looking statement. Big 5 undertakes no obligation to revise or update any forward-looking statement that may be made from time to time by it or on its behalf.

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