

# 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 11, 2023

## DallasNews CORPORATION

(Exact name of registrant as specified in its charter)

Commission file number: 1-33741

**Texas**

(State or other jurisdiction of incorporation or organization)

**38-3765318**

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

**P. O. Box 224866, Dallas, Texas 75222-4866**

(Address of principal executive offices, including zip code)

**(214) 977-8869**

(Registrant's telephone number, including area code)

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	Name of each exchange on which registered
Series A Common Stock, \$0.01 par value	DALN	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 5.07. Submission of Matters to a Vote of Security Holders.**

The 2023 Annual Meeting of Shareholders of DallasNews Corporation (the “Company” or “DallasNews”) was held on May 11, 2023. The following are the final voting results and a brief description of each matter submitted to the Company’s shareholders at that meeting. Each proposal is described in more detail in the Company’s 2023 Proxy Statement dated March 29, 2023.

*Proposal 1: Election of Directors.* The shareholders of the Company elected each of the director nominees nominated by the Company’s Board of Directors (the “Board”), as follows: John A. Beckert, Louis E. Caldera, Robert W. Decherd, Ronald D. McCray, Grant S. Moise and Dunia A. Shive were elected as directors and are eligible to serve a one-year term until the 2024 annual meeting and until his or her successor is elected and qualified.

The following is a tabulation of the voting results with respect to each director nominee:

<u>Director</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
John A. Beckert	7,160,450	1,050,430	1,359,944
Louis E. Caldera	7,170,745	1,040,135	1,359,944
Robert W. Decherd	7,265,372	945,508	1,359,944
Ronald D. McCray	7,171,114	1,039,766	1,359,944
Grant S. Moise	8,057,791	153,089	1,359,944
Dunia A. Shive	7,309,148	901,732	1,359,944

*Proposal 2: Ratification of the Appointment of Independent Registered Public Accounting Firm.* The Company’s shareholders ratified the appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2023 by an affirmative majority of the voting power represented at the annual meeting and entitled to vote:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>
9,488,305	74,161	8,358

*Proposal 3: Approval of an Advisory Resolution regarding Executive Compensation (Say-on-Pay).* The Company’s shareholders approved the following advisory resolution by the affirmative vote of a majority of the voting power represented at the annual meeting and entitled to vote:

“RESOLVED, that the shareholders of DallasNews Corporation (“DallasNews”) approve, on an advisory basis, the compensation paid to DallasNews’ named executive officers as disclosed pursuant to Item 402 of Regulation S-K in the Summary Compensation Table and the related compensation tables, notes and narrative contained in the DallasNews 2023 proxy statement.”

The shareholder vote was as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
6,988,956	1,164,340	57,584	1,359,944

*Proposal 4: Advisory Vote regarding the Frequency of Future Say-on-Pay Votes (Say-on-Frequency).* The results of the shareholder advisory vote on the frequency of future say-on-pay votes were:

<u>One Year</u>	<u>Two Years</u>	<u>Three Years</u>	<u>Abstain</u>
1,540,214	18,661	6,630,925	21,080

The choice of every three years was approved by the Company’s shareholders, having received the affirmative vote of a plurality of the voting power represented at the annual meeting and entitled to vote on this proposal. In light of this result, the Board has decided to conduct future advisory votes on executive compensation every three years. Accordingly, the next shareholder advisory say-on-pay vote is scheduled to be held at the Company’s 2026 Annual Meeting of Shareholders.

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**Item 8.01. Other Events.***Retirement of Executive Chairman; Appointment of Non-Executive Chairman*

On May 11, 2023, Robert W. Decherd retired from his position as Executive Chairman of the Board. Mr. Decherd will continue to serve as a director until his retirement on September 21, 2023. Effective immediately upon Mr. Decherd's retirement, the Board appointed John A. Beckert as Non-Executive Chairman of the Board. A copy of the announcement press release is furnished with this report as Exhibit 99.1.

*Third Quarter 2023 Dividend*

On May 11, 2023, the Board approved a third quarter 2023 dividend of \$0.16 per share. The dividend will be payable on September 1, 2023, to shareholders of record at the close of business on August 11, 2023. A copy of the announcement press release is furnished with this report as Exhibit 99.1.

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

(d) *Exhibits.*

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press release issued by DallasNews Corporation on May 11, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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 thereunto duly authorized.

Date: May 11, 2023

DALLASNEWS CORPORATION

By: /s/ Katy Murray

Katy Murray  
President and Chief Financial Officer

**DallasNews CORPORATION****DallasNews Corporation Announces Non-Executive Chairman and  
Third Quarter 2023 Dividend**

**DALLAS** - DallasNews Corporation (Nasdaq: DALN) announced today that at the Company's Annual Meeting of Shareholders, Robert W. Decherd stepped down as Executive Chairman of the Board of Directors and was succeeded by John A. Beckert, the Board's Lead Director, as Non-Executive Chairman. Dunia A. Shive assumed Beckert's position as chair of the Nominating and Corporate Governance Committee. The role of Lead Director was combined into the Non-Executive Chairman role.

Beckert has served as a director since September 2011. He is the first non-family member to serve as Chairman since G. B. Dealey acquired the Company in 1926. Decherd will continue to serve as a director until September 21, when he will retire from the Board under its established retirement policy.

Grant S. Moise, the Company's Chief Executive Officer, said, "I want to thank Robert for staying on as Chairman to complete the leadership transition that commenced with my election as CEO in May 2022. John and I are looking forward to working collaboratively to ensure the long-term success of DallasNews Corporation and *The Dallas Morning News* while accelerating the growth of Medium Giant."

Also today, the Board of Directors declared a quarterly cash dividend of \$0.16 per share. The dividend will be payable on September 1, 2023, to shareholders of record at the close of business on August 11, 2023.

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## **About DallasNews Corporation**

DallasNews Corporation is the Dallas-based holding company of *The Dallas Morning News* and Medium Giant. *The Dallas Morning News* is Texas' leading daily newspaper with a strong journalistic reputation, intense regional focus and close community ties. Medium Giant is a media and marketing agency of divergent thinkers who devise strategies that deepen connections, expand influence, and scale success for clients nationwide. For additional information, visit [dallasnewscorporation.com](http://dallasnewscorporation.com) or email [invest@dallasnews.com](mailto:invest@dallasnews.com).

*Statements in this communication concerning DallasNews Corporation's (the "Company") business outlook or future economic performance, revenues, expenses, cash balance, investments and other financial and non-financial items that are not historical facts are "forward-looking statements" as the term is defined under applicable federal securities laws. Words such as "anticipate," "assume," "believe," "can," "could," "estimate," "forecast," "intend," "expect," "may," "project," "plan," "seek," "should," "target," "will," "would" and their opposites and similar expressions are intended to identify forward-looking statements. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from those statements. Such risks, trends and uncertainties are, in most instances, beyond the Company's control, and include changes in advertising demand and other economic conditions; consumers' tastes; newsprint and distribution prices; program costs; the success of the Company's digital strategy; labor relations; cybersecurity incidents; and technological obsolescence. Among other risks, there can be no guarantee that the board of directors will approve a quarterly dividend in future quarters or that our financial projections are accurate, as well as other risks described in the Company's Annual Report on Form 10-K and in the Company's other public disclosures and filings with the Securities and Exchange Commission. Forward-looking statements, which are as of the date of this filing, are not updated to reflect events or circumstances after the date of the statement.*

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