

# U-HAUL HOLDING CO /NV/

## **FORM 8-K** (Current report filing)

Filed 08/21/20 for the Period Ending 08/20/20

Address	5555 KIETZKE LANE STE 100 RENO, NV, 89511
Telephone	7756886300
CIK	0000004457
Symbol	UHAL
SIC Code	7510 - Services-Auto Rental and Leasing (No Drivers)
Industry	Ground Freight & Logistics
Sector	Industrials
Fiscal Year	03/31

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

August 20, 2020

Date of Report (Date of earliest event reported)

AMERCO

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation)

001-11255

(Commission File Number)

88-0106815

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

5555 Kietzke Lane , Ste. 100

Reno , NV 89511

(Address of Principal Executive Offices)

775 668-6300

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock , \$0.25 par value	UHAL	NASDAQ Global Select Market

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))

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**

On August 20, 2020, AMERCO (the "Company") held its 2020 Annual Meeting of Stockholders. At such meeting our stockholders voted upon and approved: (i) the election of Edward J. Shoen, James E. Acridge, John P. Brogan, James J. Grogan,

Richard J. Herrera, Karl A. Schmidt, Roberta R. Shank and Samuel J. Shoen as directors of the Company, to serve until the 2021 Annual Meeting of Stockholders of the Company ("Proposal 1"); (ii) an advisory vote on the approval of compensation paid to the Company's Named Executive Officers ("Proposal 2"); (iii) an advisory vote on the frequency of future advisory votes on the compensation of the Company's Named Executive Officers (once every year, once every two years or once every three years) ("Proposal 3"); (iv) the ratification of the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2021 ("Proposal 4"); and (v) a proposal received from Company stockholder proponents to ratify and affirm the decisions and actions taken by the Board of Directors and executive officers of the Company, with respect to AMERCO, its subsidiaries, and its various constituencies, for the fiscal year ended March 31, 2020 ("Proposal 5").

The following table sets forth the votes cast for, against or withheld, as well as the number of abstentions and broker non-votes with respect to each matter voted on at the 2020 Annual Meeting of Stockholders of AMERCO.

	<b>Votes Cast For</b>	<b>Votes Cast Against</b>	<b>Votes Withheld</b>	<b>Abstentions</b>	<b>Broker Non-votes</b>
Proposal 1					
Edward J. Shoen	14,584,801	-	1,931,968	-	926,178
James E. Acridge	16,199,097	-	317,672	-	926,178
John P. Brogan	14,648,937	-	1,867,832	-	926,178
James J. Grogan	15,512,178	-	1,004,591	-	926,178
Richard J. Herrera	16,208,348	-	308,421	-	926,178
Karl A. Schmidt	16,431,471	-	85,298	-	926,178
Roberta R. Shank	16,488,485	-	28,284	-	926,178
Samuel J. Shoen	14,447,950	-	2,068,819	-	926,178
Proposal 2	16,117,530	366,199	-	33,040	926,178
Proposal 3: (once every year)	3,904,960	-	-	-	-
Proposal 3: (once every two years)	23,959	-	-	-	-
Proposal 3: (once every three years)	12,578,866	-	-	-	-
Proposal 3	-	-	-	8,984	926,178
Proposal 4	17,353,823	80,838	-	8,286	-
Proposal 5	13,392,390	3,110,582	-	13,797	926,178

The Company has considered the outcome of Proposal 3 and has determined, as was recommended with respect to this proposal by the Company's Board of Directors in the Proxy Statement for the 2020 Annual Meeting of the Stockholders, that the Company will hold future advisory votes on the compensation of the Company's Named Executive Officers once every three years until the occurrence of the next advisory vote on the frequency of such votes.

## Item 8.01. Other Items

On August 21, 2020, AMERCO (the "Company") announced that its Board of Directors declared a special cash dividend on its Common Stock of \$0.50 per share payable to all shareholders of record of the Company's Common Stock as of close of business on September 7, 2020. The payment date for the special dividend will be September 21, 2020.

The Company's press release regarding the special dividend is included as Exhibit 99.1.

## Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release dated August 21, 2020.

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.

Dated: August 21, 2020

AMERCO

/s/ Jason A. Berg

Jason A. Berg  
Chief Financial Officer

## Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated August 21, 2020.

**Contact:**  
**Sebastien Reyes**  
**Director of Investor Relations**  
**AMERCO**  
**(602) 263-6601**  
**sebastien\_reyes@uhaul.com**

## **AMERCO Announces Special Cash Dividend**

Reno, Nev. (August 21, 2020) AMERCO (Nasdaq: UHAL), the parent of U-Haul International, Inc., Oxford Life Insurance Company, Repwest Insurance Company and Amerco Real Estate Company, on August 20, 2020, declared a special cash dividend on its Common Stock of \$0.50 per share. The dividend will be payable September 21, 2020 to holders of record on September 7, 2020.

## **About AMERCO**

AMERCO is the parent company of U-Haul International, Inc., Oxford Life Insurance Company, Repwest Insurance Company and Amerco Real Estate Company. U-Haul is in the shared use business and was founded on the fundamental philosophy that the division of use and specialization of ownership is good for both U-Haul customers and the environment.

## **About U-Haul**

Since 1945, U-Haul has been the choice for the do-it-yourself mover. U-Haul customers' patronage has enabled the Company to maintain the largest rental fleet in the do-it-yourself moving industry which includes a fleet of trucks, trailers and towing devices. U-Haul also offers storage throughout North America. U-Haul is the consumer's number one choice as the largest installer of permanent trailer hitches in the automotive aftermarket industry. The Company supplies alternative-fuel for vehicles and backyard barbecues as one of the nation's largest retailers of propane.