

WINNEBAGO INDUSTRIES INC  
Form 8-K  
March 29, 2016

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) March 16, 2016

Winnebago Industries, Inc.  
(Exact Name of Registrant as Specified in its Charter)

|   |                                       |  |
|---|---------------------------------------|--|
| Iowa<br>(State or Other Jurisdiction<br>of Incorporation) | 001-06403<br>(Commission File Number) | 42-0802678<br>(IRS Employer<br>Identification No.) |
|---|---------------------------------------|--|

|   |                     |
|---|---------------------|
| P.O. Box 152, Forest City, Iowa<br>(Address of Principal Executive Offices) | 50436<br>(Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code 641-585-3535

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(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. below):

- 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))



Items under Sections 1 through 4 and 6 through 8 are not applicable and are therefore omitted.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

At a meeting held on March 16, 2016, the Board of Directors of Winnebago Industries, Inc. (the "Company") amended the Company's By-laws effective March 16, 2016. The principal features of the amendments, as set forth in Articles III and IV of the Company's By-laws, include:

- (i) The addition of the CEO as a person who has authority to call a special meeting of the Board of Directors in Section 3.4 of Article III.
- (ii) The elimination of sending notice of a special meeting by telegram and the addition of providing notice via email in Section 3.5 of Article III.
- (iii) The addition of CEO as an officer in Section 4.2 of Article IV.

The complete copy of the Company's By-laws, as amended, is included as Exhibit 3.1.

Item 9.01 Financial Statements and Exhibits.

| Exhibit No. | Description     |
|-------------|-----------------|
| 3.1         | Amended By-laws |

#### 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.

WINNEBAGO INDUSTRIES, INC.

Date: March 29, 2016

By: /s/ Scott C. Folkers  
Name: Scott C. Folkers  
Title: Vice President, General Counsel and Secretary