

**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 10, 2023

HOOKER FURNISHINGS CORPORATION

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation or organization)

000-25349
(Commission
File No.)

54-0251350
(I.R.S. Employer
Identification No.)

**440 East Commonwealth Boulevard,
Martinsville, Virginia**
(Address of principal executive offices)

24112
(Zip Code)

(276) 632-2133
(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 (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))

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, no par value	HOFT	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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 Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Annual Executive Officer Compensation

On April 10, 2023, the Compensation Committee of the Board of Directors of Hooker Furnishings Corporation approved annual base salaries, annual cash incentives and long-term incentives for the Company's executive officers.

Annual Base Salary

The base salary for each executive officer remains unchanged from the prior year. The base salary for each executive officer effective April 1, 2023 will be:

	Base Salary
Jeremy R. Hoff, CEO and Director	\$ 600,000
Paul A. Huckfeldt, Senior VP – Finance and Accounting and CFO	375,000
Anne J. Smith, President – Domestic Upholstery and CAO	330,000
Tod R. Phelps, Senior VP – Operations and CIO	300,000

Annual Cash Incentives

The annual cash incentive for each executive officer for the Company's 2024 fiscal year, which ends January 28, 2024, will be paid if the Company attains 80% or more of its budgeted fiscal 2024 consolidated net income target, as approved by the Board of Directors. Each executive officer is eligible to receive a percentage of his or her calendar 2023 base salary under the annual incentive program. The annual cash incentive is based on each executive officer's Base Salary as detailed above. No cash bonus is payable if the Company fails to reach at least 80% of the budgeted consolidated net income target and a maximum cash bonus is payable if the Company reaches 125% or more of target consolidated net income. The annual cash incentive potential for each executive officer remains unchanged from the prior year.

The annual cash incentive potential for each of the executive officers is as follows:

	If the Company Attains:				
	80% of Target Net Income	90% of Target Net Income	100% of Target Net Income	110% of Target Net Income	125% or More of Target Net Income
Jeremy R. Hoff	\$ 300,000	\$ 540,000	\$ 600,000	\$ 750,000	\$ 990,000
Paul A. Huckfeldt	112,500	202,500	225,000	281,250	371,250
Anne J. Smith	99,000	178,200	198,000	247,500	326,700
Tod R. Phelps	90,000	162,000	180,000	225,000	297,000

Each additional percentage of net income realized between the percentages shown above is interpolated, such that each additional percentage of net income realized between the threshold amounts shown above results in a larger bonus payout, as shown in the table below:

	Interpolation per 1% of increased earnings:			
	Between 80- 89% of Target Net Income	Between 90- 99% of Target Net Income	Between 100- 109% of Target Net Income	Between 110- 125% of Target Net Income
All executive officers	4%	1%	2.5%	2.67%

Time-Based Restricted Stock Units (RSUs). Each time-based RSU entitles the executive officer to receive one share of the Company's common stock if he or she remains continuously employed with the Company through the end of a three-year service period that ends April 10, 2026. At the discretion of the Committee, the RSUs may be paid in shares of the Company's common stock, cash (based on the fair market value of a share of the Company's common stock on the date payment is made), or both. In addition to the service-based vesting requirement, 100% of an executive officer's RSUs will vest upon a change of control of the Company and a prorated number of the RSUs will vest upon the death, disability or retirement of the executive officer. The RSUs do not convey any dividend or dividend equivalent rights to the executive officer.

The number of RSUs awarded to each executive officer is set forth in the table below.

Executive Officer	Number of RSUs
Jeremy R. Hoff	10,892
Paul A. Huckfeldt	2,403
Anne J. Smith	2,114
Tod R. Phelps	3,267

Performance-based Restricted Stock Units ("PSUs") Each performance-based RSU entitles the executive officer to receive one share of the Company's common stock based on the achievement of two specified performance conditions (described below) if the executive officer remains continuously employed by the Company through the end of the three-year performance period. The PSUs shall vest subject to the Company's attainment of pre-established financial goals related to the sum of two amounts, (1) the Company's absolute EPS Growth and (2) relative EPS growth, over a three-year performance period that began January 30, 2023 and ends February 1, 2026, as approved by the Committee. The payout or settlement of the PSUs shall be made in shares of the Company's common stock (based on the fair market value of the shares of the Company's common stock on the date of settlement or payment). The PSUs do not convey any dividend or dividend equivalent rights to the executive officer.

The settlement or payment for each executive officer under his or her PSU will be the sum of the following share amounts:

- a. An amount set forth in the table below based on the growth of the Company's fully diluted earnings per share from continuing operations ("EPS") over the performance period. The Company's EPS growth must be at least 5% over the performance period for a payment to be made.

Executive Officer	Payout Amount in Shares of Company Stock Based on EPS Growth (%) for Performance Period				
	<i>Threshold</i>	<i>Target</i>	15%	20%	<i>Maximum</i>
	5%	10%			25%
Jeremy R. Hoff	3,524	10,571	14,095	17,619	21,143
Paul A. Huckfeldt	1,602	4,805	6,407	8,009	9,610
Anne J. Smith	1,409	4,229	5,638	7,048	8,457
Tod R. Phelps	1,057	3,171	4,228	5,286	6,343

- b. An amount set forth in the table below based on the growth of the Company's EPS over the performance period relative to a group of specified peer companies. However, if the Company's EPS growth is not positive for the performance period, this payment will be capped at the amount for the 50th percentile.

Executive Officer	Payout in Shares of Company Stock Based on Relative EPS Growth for Performance Period			
	Less than 50th percentile	50th percentile, but less than 59th percentile	60th percentile, but less than 80th percentile	Equal to or greater than 80th percentile
		<i>Threshold</i>	<i>Target</i>	<i>Maximum</i>
Jeremy R. Hoff	-	7,928	10,571	15,857
Paul A. Huckfeldt	-	3,604	4,805	7,208
Anne J. Smith	-	3,171	4,229	6,343
Tod R. Phelps	-	2,379	3,171	4,757

In addition, upon the executive officer's termination of employment due to death, disability or retirement (as defined in the Plan), PSUs will vest and be settled on a pro rata basis at the end of the performance period based on the Company's actual performance against the EPS goals as approved by the Committee. In the event of a change in control of the Company, the PSUs shall also vest and be settled in full immediately following the change in control assuming target performance levels achieved by the Company.

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.

HOOKER FURNISHINGS CORPORATION

By: /s/ Paul A. Huckfeldt
Paul A. Huckfeldt
Senior Vice-President – Finance and Accounting
Chief Financial Officer

Date: April 14, 2023