

BIG LOTS INC
Form 8-K
June 27, 2018

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): June 27, 2018

BIG LOTS, INC.
(Exact name of registrant as specified in its charter)

Ohio 1-8897 06-1119097
(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

4900 E. Dublin-Granville Road, Columbus, Ohio 43081
(Address of principal executive offices) (Zip Code)

(614) 278-6800
(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))

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 7.01 Regulation FD Disclosure.

Entry into 10b5-1 Plans

On June 27, 2018, Timothy A. Johnson, our Principal Executive Officer and Executive Vice President, Chief Administrative Officer and Chief Financial Officer, entered into a 10b5-1 Plan providing for a third-party to exercise certain employee stock options held by Mr. Johnson that will expire in 2019, and sell the shares of Company common stock acquired upon exercise. Mr. Johnson's plan also provides for a third-party broker to sell shares that he directly owns. Subject to meeting the specified market price conditions, exercises and sales under the plan are scheduled to begin on July 25, 2018 and terminate in December of 2018. Mr. Johnson established his 10b5-1 Plan for tax and financial planning purposes.

On June 27, 2018, Lisa M. Bachmann, our Principal Executive Officer and Executive Vice President, Chief Merchandising and Operating Officer, entered into a 10b5-1 Plan providing for a third-party to exercise certain employee stock options held by Ms. Bachmann that will expire in 2019 and 2020, and sell the shares of Company common stock acquired upon exercise. Subject to meeting specified market price conditions, exercises and sales under the plan are scheduled to begin on July 25, 2018 and terminate in December of 2018. Ms. Bachmann established her 10b5-1 Plan for tax and financial planning purposes.

Each of the above-described 10b5-1 Plans was adopted during an authorized trading period and when the officer adopting the plan was not in possession of material non-public information. Transactions under these 10b5-1 Plans will be reported through Form 144 and Form 4 filings made with the Securities and Exchange Commission, as appropriate.

The information disclosed in this Item 7.01 is being furnished, not filed. By furnishing the information in this Item 7.01, the Company is making no admission as to the materiality of such information.

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 LOTS,
INC.

Date: /s/ Ronald
June 27, 2018 By: A. Robins,
Jr.

Ronald A
Robins, Jr.
Senior
Vice
President,
General
Counsel

and
Corporate
Secretary