

**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 30, 2024

BRC Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of Incorporation or Organization)

001-41275
(Commission File Number)

87-3277812
(IRS Employer Identification No.)

1144 S. 500 W
Salt Lake City, UT84101
(Address of principal executive offices, including Zip Code)

(801) 874-1189
(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 Symbols	Name of each exchange on which registered
Class A common stock, \$0.0001 par value	BRCC	New York Stock Exchange

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

On May 1, 2024, the BRC Inc. (the “Company”) filed a certificate of amendment (the “Amendment”) to its amended and restated certificate of incorporation (the “Amended and Restated Certificate of Incorporation”) with the Secretary of State of the State of Delaware. The Amendment amends Article VIII, Section 8.1 of the Amended and Restated Certificate of Incorporation to limit the liability of officers, as permitted under Section 102(b)(7) of the General Corporation Law of the State of Delaware (the “DGCL”) as further described below.

The Amendment amends the Amended and Restated Certificate of Incorporation to limit the liability of directors and officers for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such limitation on liability is not permitted under the DGCL as presently in effect or as amended in the future. The Amendment permits exculpation of certain officers in connection with direct claims brought by stockholders. The Amendment does not exculpate officers from liability for breach of the duty of loyalty, acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, or any transaction in which the officer derived an improper personal benefit. The Amendment does not exculpate officers from liability for claims brought by or in the right of the Company, such as derivative claims, nor for any act or omission occurring prior to May 1, 2024, the date on which the Amendment became effective.

The foregoing description of the Amendment is qualified in its entirety by reference to the Amendment filed as Exhibit 3.1 hereto, which is incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On April 30, 2024, the Company held its 2024 Annual Meeting of Stockholders (the “Annual Meeting”). Of the 212,151,030 shares of the Company’s Class A and Class B common stock entitled to vote at the Annual Meeting, a quorum of 136,455,577 shares was represented virtually or by proxy. The matters voted upon at the Annual Meeting and the results of such voting are set forth below.

Proposal 1. Election of Directors

The stockholders elected the Class II nominee, Thomas Davin, to serve as a director until the Company’s Annual Meeting of Stockholders in 2027. The voting results were as follows:

Nominee	For	Against	Abstain	Broker Non-Votes
Thomas Davin	117,385,946	2,770,247	50,787	16,248,597

Proposal 2. Ratification of the Appointment of the Independent Registered Public Accountants

The stockholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024. The voting results were as follows:

For	Against	Abstain
135,997,875	384,457	73,245

Proposal 3. Approval of the Amendment to the Company’s Amended and Restated Certificate of Incorporation to Limit the Liability of Certain Officers of the Company

The stockholders approved the Amendment to the Company’s Amended and Restated Certificate of Incorporation to limit the liability of certain officers of the Company, as described above. The voting results were as follows:

For	Against	Abstain	Broker Non-Votes
116,051,545	3,357,992	797,443	16,248,597

Item 9.01. Financial Statements and Exhibits.*(d) Exhibits*

Exhibits	Description
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation.
104	Cover Page Interactive Data File (embedded with the Inline XBRL document).

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: May 2, 2024

BRC INC.

By: /s/ Andrew McCormick

Name: Andrew McCormick

Title: General Counsel and Corporate Secretary

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
BRC INC.**

FIRST: The board of directors of the Corporation duly adopted resolutions approving this Amendment to the Amended and Restated Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and in the best interests of the Corporation and its stockholders, in accordance with the provisions of Section 242 of the Delaware General Corporation Law (the "DGCL"). The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Section 8.1 of the Amended and Restated Certificate of Incorporation of the Corporation be amended in its entirety to read as follows:

Section 8.1. Limited Liability of Directors and Officers. To the fullest extent permitted by applicable law, no director or officer of the Corporation will have any personal liability to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director or officer, as applicable. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. Neither the amendment nor the repeal of this Article VIII shall eliminate, reduce or otherwise adversely affect any limitation on the personal liability of a director or officer of the Corporation existing prior to such amendment or repeal. In the absence of a conflict of interest, any failure to satisfy Section 365 of the DGCL shall not, for the purposes of Sections 102(b)(7) or 145 of the DGCL, or for purposes of any use of the term "good faith" in this Certificate of Incorporation or the By-Laws in regard to the indemnification or advancement of expenses of officers, directors, employees or agents, constitute an act or omission not in good faith, or a breach of the duty of loyalty.

SECOND: The stockholders of the Corporation approved and adopted this Amendment to the Amended and Restated Certificate of Incorporation of the Corporation at an annual meeting of stockholders held on April 30, 2024, in accordance with the provisions of Section 222 of the DGCL.

THIRD: Except as amended hereby, the provisions of the Amended and Restated Certificate of Incorporation of the Corporation shall remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Amended and Restated Certificate of Incorporation to be executed by its duly authorized officer on May 1, 2024.

BRC INC.

By: /s/ Andrew McCormick
Name: Andrew McCormick
Title: General Counsel and Corporate Secretary