

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 26, 2023

DELTA APPAREL, INC.
(Exact name of registrant as specified in its charter)

Georgia
(State or Other Jurisdiction of Incorporation)

1-15583
(Commission File Number)

58-2508794
(IRS Employer Identification No.)

2750 Premiere Pkwy., Suite 100
Duluth, Georgia
(Address of principal executive offices)

30097
(Zip Code)

(678) 775-6900
(Registrant's Telephone Number Including Area Code)

Not Applicable
(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))

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company 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.

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	DLA	NYSE American

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Election of Directors

On April 26, 2023, Dr. Bill C. Hardgrave was elected to the Board of Directors (the "Board") of Delta Apparel, Inc. (the "Company"), effective immediately. Dr. Hardgrave is considered a leading authority on retail and supply chain strategies and technologies and is among a select group credited with establishing the business value of radio frequency identification (RFID) technology. Dr. Hardgrave brings to the Company an established record of strategic leadership and innovation across a variety of industries and organizations ranging from entrepreneurial start-up companies to some of the country's largest universities, and has worked with global *Fortune 100* companies and others throughout his career on strategies to leverage the commercial use of RFID and related technologies. In addition, Dr. Hardgrave founded the Information Technology Research Institute and RFID Lab at the University of Arkansas' Sam M. Walton College of Business and led a company that developed the first software commercially available for the transportation brokerage industry.

Since April 2022, Dr. Hardgrave has served as the President of the University of Memphis. He previously served at Auburn University as (i) the Provost and Senior Vice President for Academic Affairs from January 2018 to March 2022, (ii) a member of the Auburn Research and Technology Foundation board of directors from 2011 to 2018 and the foundation's President from 2018 to 2020, and (iii) the Dean and Wells Fargo Professor for the Raymond J. Harbert College of Business from 2010 to 2017. Dr. Hardgrave served in Professor, Ph.D. Coordinator, and related roles at the University of Arkansas' Sam M. Walton College of Business from 1993 to 2010, including service as the Edwin & Karlee Bradberry Chair in Information Systems from 2001 through 2010.

Dr. Hardgrave has also served on numerous professional boards and committees and currently serves on the GS1 US Executive Leadership Committee.

Dr. Hardgrave will serve as a member of the Board's Corporate Governance Committee and Compensation Committee. The Board affirmatively determined that Dr. Hardgrave is independent under all applicable rules of NYSE American including with respect to his Compensation Committee membership. There are no family relationships between Dr. Hardgrave and any other director or executive officer of the Company nor are there any transactions between Dr. Hardgrave or any member of his immediate family and the Company or any of its subsidiaries that would be reportable as a related party transaction under the rules of the United States Securities and Exchange Commission. Further, there is no arrangement or understanding between Dr. Hardgrave and any other persons or entities pursuant to which Dr. Hardgrave was appointed as a director of the Company.

Upon his election to the Board, Dr. Hardgrave became entitled to a prorated portion of the Company's non-employee director compensation. As such, Dr. Hardgrave is entitled to receive a prorated portion of the annual cash retainer of \$40,000. Dr. Hardgrave will also be entitled to receive a prorated portion of the annual cash retainer of \$6,000 for serving as a member of each of the Corporate Governance and Compensation Committees, reimbursement of his reasonable travel expenses incurred in connection with his attendance at Board and committee meetings, and up to \$5,000 every two years for director education programs. In addition, non-employee directors of the Company are entitled to receive an annual equity grant of 3,000 restricted stock units under the Delta Apparel, Inc. 2020 Stock Plan. Dr. Hardgrave will receive a restricted stock unit award for a prorated number of restricted stock units for his service on the Board during the Company's 2023 fiscal year.

A copy of the Company's press release relating to Dr. Hardgrave's election is being furnished as Exhibit 99.1 to this Current Report on Form 8-K. Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release issued by Delta Apparel, Inc. on May 1, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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.

DELTA APPAREL, INC.

Date: May 1, 2023

/s/ Justin M. Grow
Justin M. Grow
Executive Vice President & Chief Administrative Officer



Delta Apparel Elects New Member to Board of Directors

May 1, 2023, DULUTH, GA --(BUSINESS WIRE)-- Delta Apparel, Inc. (NYSE American: DLA), a leading provider of core activewear, lifestyle apparel, and on-demand digital print strategies, today announced the election of Dr. Bill C. Hardgrave to its Board of Directors.

Dr. Hardgrave is a leading authority on retail and supply chain strategies and among a select group credited with establishing the business value of radio frequency identification (RFID) technology. He brings to Delta Apparel an established record of strategic leadership and innovation across a variety of industries and organizations ranging from entrepreneurial start-up companies to some of the country's largest universities. Dr. Hardgrave's experience includes leading a company that developed the first software commercially available for the transportation brokerage industry, founding the Information Technology Research Institute and RFID Lab at the University of Arkansas' Sam M. Walton College of Business, and serving in senior leadership positions for Auburn University, including head of its Harbert College of Business and Provost and Senior Vice President for Academic Affairs, where he oversaw a variety of successful financial and other growth initiatives and led the development of a multi-year strategic plan for the entire university organization.

Dr. Hardgrave currently serves as the 13th President of the University of Memphis and continues his work with the RFID Lab he founded as well as *Fortune 100* companies and others on strategies to leverage the commercial use of RFID and related technologies. He also serves on the Executive Leadership Committee for GS1 US, a global standard-setting organization for digital data transfer in supply chains. In recognition of Dr. Hardgrave's impact on the retail industry, he received the Ted Williams Award from AIM Global and the Special Achievement award from RFID Journal.

Robert W. Humphreys, Delta Apparel's Chairman and Chief Executive Officer, commented, "We are excited to welcome Dr. Hardgrave to our Board of Directors. His extensive business and leadership experience will bring a valuable perspective to our Board and should greatly benefit our shareholders. We look forward to adding his subject matter expertise in retail and supply chain strategies to our Company as we continue to build out our retail, distribution and digital fulfillment footprints and look for ways to increase efficiencies across our vertical platform."

About Delta Apparel, Inc.

Delta Apparel, Inc., along with its operating subsidiaries DTG2Go, LLC, Salt Life, LLC, and M.J. Soffe, LLC, is a vertically integrated, international apparel company that designs, manufactures, sources, and markets a diverse portfolio of core activewear and lifestyle apparel products under the primary brands of Salt Life®, Soffe®, and Delta. The Company is a market leader in the direct-to-garment digital print and fulfillment industry, bringing proprietary DTG2Go technology and innovation to customer supply chains. The Company specializes in selling casual and athletic products through a variety of distribution channels and tiers, including outdoor and sporting goods retailers, independent and specialty stores, better department stores and mid-tier retailers, mass merchants and e-retailers, the U.S. military, and through its business-to-business e-commerce sites. The Company's products are also made available direct-to-consumer on its websites at www.saltlife.com, www.soffe.com and www.deltaapparel.com as well as through its branded retail stores. The Company's operations are located throughout the United States, Honduras, El Salvador, and Mexico, and it employs approximately 7,000 people worldwide. Additional information about the Company is available at www.deltaapparelinc.com.

Cautionary Note Regarding Forward-Looking Statements

This press release may contain "forward-looking" statements that involve risks and uncertainties. Any number of factors could cause actual results to differ materially from anticipated or forecasted results, including, but not limited to, the factors set forth in the "Risk Factors" contained in our most recent Annual Report on Form 10-K filed with the Securities and Exchange Commission and as updated in our subsequently filed Quarterly Reports on Form 10-Q. Except as may be required by law, Delta Apparel, Inc. expressly disclaims any obligation to update these forward-looking statements to reflect events or circumstances after the date of this press release or to reflect the occurrence of unanticipated events.

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