

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): August 12, 2025

**Crown Crafts, Inc.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>1-7604</b> (Commission File Number)	<b>58-0678148</b> (IRS Employer Identification No.)
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<b>916 South Burnside Avenue, Gonzales, LA</b> (Address of principal executive offices)	<b>70737</b> (Zip Code)
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Registrant's telephone number, including area code: (225) 647-9100

(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:

- ☐ 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, par value \$0.01 per share	CRWS	Nasdaq Capital Market

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. ☐

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Item 2.02.      Results of Operations and Financial Condition.

On August 13, 2025, Crown Crafts, Inc. (the “Company”) issued a press release announcing its financial results for the first quarter of fiscal year 2026, which ended June 29, 2025. A copy of that press release is attached hereto as Exhibit 99.1.

The information in this Item 2.02 and in Exhibit 99.1 attached hereto is “furnished”, and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of such section, and shall not be incorporated by reference in any filing made by the Company under the Exchange Act or the Securities Act of 1933, as amended, except to the extent expressly set forth by specific reference in any such filings.

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

The 2025 Annual Meeting of Stockholders (the “Annual Meeting”) of the Company was held on August 12, 2025 at the Company’s executive offices, located at 916 South Burnside Avenue, Third Floor, Gonzales, Louisiana.

At the Annual Meeting, the Company’s stockholders:

- (i) elected Olivia W. Elliott, the Class I director nominee to the Company’s Board of Directors (the “Board”) to serve until the Company’s Annual Meeting of Stockholders to be held in 2028 (the “2028 Annual Meeting”) and until her successor is elected and qualified or until her earlier death, resignation or removal from office;
- (ii) approved, on a non-binding advisory basis, the compensation of the Company’s named executive officers;
- (iii) ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending March 29, 2026; and
- (iv) recommended on a non-binding advisory basis, a preferred frequency of stockholder advisory votes on the compensation of the Company’s named executive officers of every “3 years”.

The voting results on each of the proposals voted on by the Company’s stockholders at the Annual Meeting are set forth below. Such proposals are further described in the Company’s Proxy Statement filed with the U.S. Securities and Exchange Commission on June 27, 2025.

PROPOSAL 1:    ELECTION OF DIRECTOR

To elect one Class I director to the Board to serve until the 2028 Annual Meeting and until such director’s successor is elected and qualified or until such director’s earlier death, resignation or removal from office.

<u>Class I Director</u>			
<u>Nominee</u>	<u>For</u>	<u>Authority Withheld</u>	<u>Broker Non-Votes</u>
Olivia W. Elliott	4,792,660	149,355	2,963,276

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PROPOSAL 2: ADVISORY VOTE ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS

To approve, on a non-binding advisory basis, the compensation of the Company's named executive officers.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
4,563,492	197,766	180,757	2,963,276

PROPOSAL 3: RATIFICATION OF APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending March 29, 2026.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
7,676,998	192,485	35,808	0

PROPOSAL 4: ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF THE COMPANY'S EXECUTIVE COMPENSATION

To vote, on a non-binding advisory basis, on the frequency of future advisory votes to approve the compensation of the Company's named executive officers.

<u>One Year</u>	<u>Two Years</u>	<u>Three Years</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
2,235,514	136,325	2,482,926	87,250	2,963,276

Based on the voting results and the Board's consideration of the appropriate frequency for the Company at this time, the Board resolved that the Company will hold an advisory vote on the compensation of the Company's named executive officers every three years.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press Release dated August 13, 2025.](#)

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 thereunto duly authorized.

Date: August 13, 2025

CROWN CRAFTS, INC.

By: /s/ Claire K. Spencer

CLAIRE K. SPENCER

Vice President and Chief Financial Officer



### **Crown Crafts Announces Financial Results for First Quarter Fiscal 2026**

Gonzales, Louisiana – August 13, 2025, Crown Crafts, Inc. (NASDAQ-CM: CRWS) (the “Company”) today reported results for the first quarter fiscal year 2026, which ended June 29, 2025.

#### **First Quarter Summary**

- Net sales of \$15.5 million compared to \$16.2 million in the prior-year quarter
- Gross profit of 22.7 percent compared to 24.5 percent in the first quarter of fiscal 2025
- Net loss of (\$1.10 million), or (\$0.10) per share, compared to net loss of (\$0.3 million), or (\$0.03 per share), in the prior-year quarter
- Q1 results reflect the impact of increased tariffs
- Declared quarterly dividend of \$0.08 per share of Series A common stock

Olivia Elliott, President and Chief Executive Officer, stated, “Our first quarter results reflect the themes we outlined in our financial results for fiscal year 2025. While the Baby Boom acquisition added \$2.1 million in net sales during the first quarter, the persistent impact of tariffs and uncertainty over their permanent levels affected both consumers and suppliers. Despite these uncertainties, we managed just a modest decline in sales and gross profit. As we have noted, we will continue to navigate the tariff environment and search for ways to mitigate their impact, while focusing on increasing sales and market share.”

#### **First Quarter Fiscal 2026 Results**

Net sales decreased to \$15.5 million for the three months ended June 29, 2025 compared with \$16.2 million for the three months ended June 30, 2024, a decrease of \$734,000, or 4.5%. Sales of bedding and diaper bags increased by \$540,000 while sales of bibs, toys and disposable products decreased by \$1.3 million. The Baby Boom acquisition added \$2.1 million in net sales during the three months ended June 29, 2025; however, sales across all categories were negatively affected by inventory shortages resulting from the Company’s strategy to minimize the impact of the extremely high tariffs in effect during the first half of the quarter.

Gross profit decreased by \$448,000 from the prior year resulting in a decrease from 24.5% of net sales for the three-month period ended June 30, 2024, to 22.7% of net sales for the three-month period ended June 29, 2025. This decrease in gross profit is primarily a result of increased tariff costs associated with products imported from China.

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Marketing and administrative expenses increased by \$454,000 and increased from 26.3% of net sales for the three-month period ended June 30, 2024, to 30.5% of net sales for the three-month period ended June 29, 2025. The current year includes increased costs associated with the acquisition of Baby Boom as well as increased advertising costs.

#### **Quarterly Cash Dividend**

The Company also announced that its Board of Directors declared a quarterly cash dividend on the Company's Series A common stock of \$0.08 per share, which will be paid on October 3, 2025 to stockholders of record at the close of business on September 12, 2025.

#### **Conference Call**

The Company will host a teleconference today at 8:00 a.m. CDT to discuss the Company's results, during which interested individuals will be given the opportunity to ask appropriate questions. To join the teleconference, dial (844) 861-5504 and ask to join the Crown Crafts call. The teleconference can also be accessed in listen-only mode by visiting the Company's website at [www.crowncrafts.com](http://www.crowncrafts.com). The financial information to be discussed during the teleconference may be accessed prior to the call on the investor relations portion of the Company's website. A telephone replay of the teleconference will be available one hour after the end of the call through 4:00 p.m. CDT on November 13, 2025. To access the replay, dial (877) 344-7529 in the United States or (412) 317-0088 from international locations and enter replay access code **7948436**.

#### **About Crown Crafts, Inc.**

Crown Crafts, Inc. designs, markets, and distributes infant, toddler, and juvenile consumer products. Founded in 1957, Crown Crafts is one of America's largest producers of infant bedding, toddler bedding, diaper bags, bibs, toys, and disposable products. The Company primarily operates through its wholly owned subsidiaries, NoJo Baby & Kids, Inc. and Sassy Baby, Inc., which market a variety of infant, toddler, and juvenile products under Company-owned trademarks (Sassy®, Manhattan Toy®, NoJo®, Baby Boom® and Neat Solutions®), as well as licensed collections and exclusive private label programs. Sales are made directly to retailers such as mass merchants, large chain stores, juvenile specialty stores, value channel stores, grocery and drug stores, restaurants, wholesale clubs, internet-based retailers and direct-to-consumers through the Company's websites. For more information, visit the Company's website at [www.crowncrafts.com](http://www.crowncrafts.com).

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## Forward-Looking Statements

*The foregoing contains forward-looking statements within the meaning of the Securities Act of 1933, the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995. Such statements are based upon management's current expectations, projections, estimates and assumptions. Words such as "expects," "believes," "anticipates" and variations of such words and similar expressions identify such forward-looking statements. Forward-looking statements involve known and unknown risks and uncertainties that may cause future results to differ materially from those suggested by the forward-looking statements. These risks include, among others, general economic conditions, including the impact of newly imposed or threatened U.S. tariffs and any additional retaliatory measures by impacted exporting countries, and the Company's ability to mitigate the impact of such tariffs; changes in interest rates, in the overall level of consumer spending and in the price of oil, cotton and other raw materials used in the Company's products, changing competition, changes in the retail environment, the Company's ability to successfully integrate newly acquired businesses, the level and pricing of future orders from the Company's customers, the extent to which the Company's business is concentrated in a small number of customers, the Company's dependence upon third-party suppliers, including some located in foreign countries, customer acceptance of both new designs and newly-introduced product lines, actions of competitors that may impact the Company's business, disruptions to transportation systems or shipping lanes used by the Company or its suppliers, and the Company's dependence upon licenses from third parties. Reference is also made to the Company's periodic filings with the Securities and Exchange Commission for additional factors that may impact the Company's results of operations and financial condition. The Company does not undertake to update the forward-looking statements contained herein to conform to actual results or changes in our expectations, whether as a result of new information, future events or otherwise.*

### Contact:

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cspencer@crowncrafts.com

### Investor Relations:

Three Part Advisors  
Steven Hooser, Partner, or John McNamara, Managing Director  
(817) 421-1803  
jmcnamara@threepa.com

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CROWN CRAFTS, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS  
SELECTED FINANCIAL DATA  
In thousands, except percentages and per share amounts

	Three-Month Periods Ended	
	June 29, 2025	June 30, 2024
Net sales	\$ 15,478	\$ 16,212
Gross profit	3,518	3,966
Gross profit percentage	22.7%	24.5%
Marketing and administrative expenses	4,717	4,263
Loss from operations	(1,199)	(297)
Loss before income tax benefit	(1,383)	(386)
Income tax benefit	(279)	(64)
Net loss	(1,104)	(322)
Basic and diluted loss per share	\$ (0.10)	\$ (0.03)
Weighted Average Shares Outstanding:		
Basic	10,570	10,311
Diluted	10,570	10,311

CONSOLIDATED BALANCE SHEETS  
SELECTED FINANCIAL DATA  
In thousands

	June 29, 2025	March 30, 2025
Cash and cash equivalents	\$ 227	\$ 521
Accounts receivable, net of allowances	17,204	24,508
Inventories	31,572	27,800
Total current assets	51,242	55,303
Operating lease right of use assets	11,250	12,253
Finite-lived intangible assets - net	6,836	7,050
Total assets	\$ 76,023	\$ 81,154
Current maturities of long-term debt	1,990	1,990
Operating lease liabilities, current	4,089	3,987
Total current liabilities	17,797	15,505
Long-term debt	11,890	16,512
Operating lease liabilities, noncurrent	8,048	9,107
Shareholders' equity	37,869	39,619
Total liabilities and shareholders' equity	\$ 76,023	\$ 81,154