

**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) February 26, 2021

Hawkins, Inc.

(Exact name of registrant as specified in its charter)

Minnesota

(State or other Jurisdiction of Incorporation)

0-7647

(Commission File Number)

41-0771293

(IRS Employer Identification No.)

2381 Rosegate, Roseville, MN

(Address of Principal Executive Offices)

55113

(Zip Code)

Registrant's Telephone Number, Including Area Code (612) 331-6910

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 \$.01 per share	HWKN	Nasdaq Stock Market LLC

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

Effective as of the same time and date as the forward stock split described in Item 5.03 below, the Compensation Committee of the board of directors (the "Board") of Hawkins, Inc. (the "Company") increased the number of shares of common stock available for issuance under the Company's equity compensation plans in proportion to the forward stock split. Upon effectiveness, the forward stock split also resulted in increases in the number of shares of common stock issuable upon vesting or settlement of equity awards in proportion to the forward stock split and caused a proportionate increase in the share-based performance criteria, if any, applicable to such awards.

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

As previously announced, the Board approved a two-for-one forward split of the Company's common shares. The record date for the split was February 19, 2021, the distribution date was March 1, 2021, and the forward split was recognized at the commencement of trading on the Nasdaq Stock Market on March 2, 2021 (the ex-dividend date).

Effective February 26, 2021, the Company's Amended and Restated Articles of Incorporation were amended pursuant to the authority afforded to the Board in connection with the forward stock split. The amendment (i) increased the number of common shares authorized for issuance to 60 million shares and (ii) established a new par value of \$0.01 per common share. The text of the amendment is filed as Exhibit 3.1 to this report and incorporated herein by reference.

Effective March 1, 2021, the Company restated its Articles of Incorporation to reflect all amendments through that date, including the amendment described above. The text of the Company's Restated Articles of Incorporation is filed as Exhibit 3.2 to this report and incorporated herein by reference.

Item 8.01. Other Events.

A total of 21,222,052 common shares were issued and outstanding immediately after the forward stock split became effective on March 1, 2021.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description	Method of Filing
3.1	Amendment to Amended and Restated Articles of Incorporation	Filed Electronically
3.2	Restated Articles of Incorporation	Filed Electronically
104	Cover Page Interactive Data File (embedded within the inline XBRL document)	Filed Electronically

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.

HAWKINS, INC.

Date: March 2, 2021

By:

/s/ Jeffrey P. Oldenkamp

Jeffrey P. Oldenkamp

Executive Vice President and Chief Financial Officer

**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HAWKINS, INC.**

The undersigned, Richard G. Erstad, in his capacity as Secretary of Hawkins, Inc., a Minnesota Corporation (the "Corporation"), hereby certifies that:

1. The name of this Corporation is Hawkins, Inc.

2. The first sentence of Article IV of the Corporation's Amended and Restated Articles of Incorporation has been amended and restated to read in its entirety as follows:

"The aggregate number of shares which this Corporation shall have authority to issue is 60,000,000, with a par value of \$0.01 per share, all of which shall be known as "Common Shares.""

3. That the foregoing amendment has been adopted in accordance with the requirements of, and pursuant to, Chapter 302A of the Minnesota Statutes.

4. That the foregoing amendment has been adopted by the Corporation's Board of Directors in accordance with the requirements of Chapter 302A.402, Subd. 3 of the Minnesota Statutes in connection with a two-for-one division of the Corporation's Common Shares.

5. That the foregoing amendment does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares of any class or series that remains unissued after the division exceeding the percentage of authorized shares of that class or series that were unissued before the division.

6. That the foregoing amendment shall be effective as of February 26, 2021 at 5:00 p.m. Central Time.

IN WITNESS WHEREOF, I have hereunto set my hand this 26th day of February, 2021.

HAWKINS, INC.

By: /s/ Richard G. Erstad

Richard G. Erstad, Secretary

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HAWKINS, INC.**

(As amended through February 26, 2021)

ARTICLE I

The name of this Corporation is Hawkins, Inc.

ARTICLE II

An agreement for consolidation or merger with one or more foreign or domestic corporations may be authorized by vote of the shareholders entitled to exercise at least two-thirds of the shares entitled to vote unless the necessary affirmative vote to authorize any particular merger or consolidation is reduced by the Board of Directors, which reduction shall be to not less than a majority of the shares entitled to vote.

ARTICLE III

The location and post office address of the registered office of this Corporation in the State of Minnesota is 1010 Dale Street North, Saint Paul, Minnesota 55117.

ARTICLE IV

The aggregate number of shares which this Corporation shall have authority to issue is 60,000,000, with a par value of \$0.01 per share, all of which shall be known as "Common Shares."

- a. The holders of Common Shares shall be entitled to receive, when and as declared by the Board of Directors, out of earnings or surplus legally available therefor, dividends, payable either in cash, in property, or in shares of the capital stock of the corporation.
- b. The Common Shares may be allotted as and when the Board of Directors shall determine, and, under and pursuant to the laws of the State of Minnesota, the Board of Directors shall have the power to fix or alter, from time to time, in respect to shares then unallotted, any or all of the following: the dividend rate; the redemption price; the liquidation price; the conversion rights and the sinking or purchase fund rights of shares of any class, or of any series of any class. The Board of Directors shall also have the power to fix the terms, provisions and conditions of options to purchase or subscribe for shares of any class or classes, including the price and conversion basis thereof, and to authorize the issuance thereof.
- c. No holder of shares of the Corporation shall be entitled to any cumulative voting rights.
- d. No holder of stock of the Corporation shall have any preferential, pre-emptive, or other right of subscription to any shares of any class of stock of the Corporation allotted or sold or be allotted or sold and now or hereafter authorized, or to any right of subscription to any part thereof.

ARTICLE V

Section 1. The business of this Corporation shall be managed by a Board of Directors, who shall be elected at the annual meeting of the shareholders; provided, however, that vacancies in the Board of Directors may be filled by the remaining Directors, and each person so elected shall be a Director until his successor is elected at an annual meeting of shareholders or at a special meeting duly called therefor. The number of Directors to constitute the Board of Directors shall be set from time to time by resolution of the Board, in accordance with the range set forth in the By-Laws. A Director need not be a shareholder.

Section 2. The Board of Directors shall have all of the powers of the Corporation, subject to such action restricting said powers as may legally be taken from time to time by the shareholders either at an annual meeting or at a special meeting duly called therefor.

Section 3. The Board of Directors shall have authority to make and alter By-Laws, subject to the power of the shareholders to change or repeal such By-Laws, provided, however, that the Board shall not make or alter any By-Law fixing the number, qualifications, or term of office of Directors.

Section 4. Any contract or other transaction between the Corporation and any corporation, association or firm of which one or more of its Directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence and participation of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction, if the fact of such interest shall be disclosed or known to the Board of Directors, and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. This Section shall not be construed to invalidate any contract or transaction which would otherwise be valid under the laws applicable thereto.

Section 5. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the shareholders, and at the same place.

Section 6. A Director of this Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director, except to the extent such exemption from liability or limitation thereof is not permitted under Chapter 302A of the Minnesota Statutes as the same exists or may hereafter be amended.

If Chapter 302A of the Minnesota Statutes hereafter is amended to authorize the further elimination or limitation of the liabilities of directors, then, in addition to the limitation on personal liability provided herein, the liability of a Director of the Corporation shall be limited to fullest extent permitted by the amended Chapter 302A of the Minnesota Statutes.

Any repeal or modification of this Section 6 of Article V by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a Director of the Corporation existing at the time of such repeal or modification.

Section 7. Any action required or permitted to be taken at a meeting of the Board of Directors of this Corporation not needing approval by the shareholders under Chapter 302A of the Minnesota Statutes may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take such action at a meeting of the Board of Directors at which all Directors were present.

ARTICLE VI

Any provision contained in these Articles of Incorporation may be amended solely by the affirmative vote of the holders of a majority of the shares entitled to vote.