

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): May 23, 2024**

**DISTRIBUTION SOLUTIONS GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-10546**  
(Commission  
File Number)

**36-2229304**  
(I.R.S. Employer  
Identification No.)

**301 Commerce Street, Suite 1700, Fort Worth, Texas**  
(Address of principal executive offices)

**76102**  
(Zip Code)

**(888) 611-9888**  
(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:

- 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	Name of each exchange on which registered
Common stock, \$1.00 par value	DSGR	The Nasdaq Stock Market LLC (Nasdaq Global Select 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.

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

(a) On May 23, 2024, Distribution Solutions Group, Inc. (the “Company”) held its 2024 Annual Meeting of Stockholders (the “Annual Meeting”). There were 46,806,573 shares of common stock entitled to be voted, of which 45,167,213 shares or 96.5% were represented in person or by proxy at the Annual Meeting.

(b) The Company’s stockholders voted on three proposals at the Annual Meeting, each of which is described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 10, 2024, as updated on April 29, 2024, and the final results of voting for each matter submitted to a vote of stockholders at the Annual Meeting are set forth below.

(i) Proposal One: The following directors were elected to the Company’s Board of Directors (the “Board”), and the voting for each director was as follows:

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>
I. Steven Edelson	42,040,232	3,126,981
Lee S. Hillman	43,234,833	1,932,380
J. Bryan King	42,599,984	2,567,229
Mark F. Moon	42,641,667	2,525,546
Bianca A. Rhodes	43,229,180	1,938,033
M. Bradley Wallace	43,254,661	1,912,552
Robert S. Zamarripa	43,269,773	1,897,440

(ii) Proposal Two: Grant Thornton, LLP was ratified as the Company’s independent registered public accounting firm for 2024 by the following vote:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
45,149,403	17,287	523

(iii) Proposal Three: The advisory, non-binding vote on executive compensation was approved by the following vote:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
43,300,901	15,595	2,026	1,848,691

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**DISTRIBUTION SOLUTIONS GROUP, INC.**  
(Registrant)

Date: May 28, 2024

By: /s/ Richard D. Pufpaf  
Name: Richard D. Pufpaf  
Title: Senior Vice President, General Counsel, Chief Compliance  
Officer, and Secretary