

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): May 17, 2023

KELLY SERVICES, INC.

(Exact Name of Registrant as Specified in Charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation)

0-1088
(Commission
File Number)

38-1510762
(IRS Employer
Identification Number)

999 WEST BIG BEAVER ROAD, TROY, MICHIGAN 48084
(Address of Principal Executive Offices)
(Zip Code)

(248) 362-4444
(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:

- 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 Exchange Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Class A Common	KELYA	Nasdaq Global Market
Class B Common	KELYB	Nasdaq Global 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) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2).

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.

Kelly Services, Inc (the “Company”) held its annual meeting of stockholders in virtual-only format on May 17, 2023. The final results of voting on each of the matters submitted to a vote of stockholders during the annual meeting are provided below.

Proposal 1

All of the nominees for election to the Company’s board of directors were elected to serve until the next annual meeting of stockholders, as follows:

Name of Nominee	Number of Shares Voted “For”	Number of Shares Voted “Withheld”	Broker Non-Votes
Donald R. Parfet	3,216,563	13,150	53,196
Peter W. Quigley	3,217,239	12,474	53,196
Gerald S. Adolph	3,212,861	16,852	53,196
George S. Corona	3,217,239	12,474	53,196
Robert S. Cubbin	3,212,861	16,852	53,196
Amala Duggirala	3,179,752	49,961	53,196
InaMarie F. Johnson	3,179,752	49,961	53,196
Terrence B. Larkin	3,211,426	18,287	53,196
Leslie A. Murphy	3,217,239	12,474	53,196

Proposal 2

The Company’s stockholders approved, by advisory vote, the Company’s executive compensation, as follows:

Shares Voting “For”	3,183,378
Shares Voting “Against”	44,584
Shares Abstaining From Voting	1,751
Broker Non-Votes	53,196

Proposal 3

The Company’s stockholders approved, by advisory vote, the frequency of future voting on the Company executive compensation, as follows:

Shares Voting For One Year	3,227,755
Shares Voting For Two Years	429
Shares Voting for Three Years	1,507
Shares Abstaining from Voting	22
Broker Non-Votes	53,196

Proposal 4

The Company’s stockholders ratified the appointment of PricewaterhouseCoopers LLC as the Company’s independent registered public accounting firm for the 2023 fiscal year, as follows:

Shares Voting “For”	3,269,684
Shares Voting “Against”	13,224
Shares Abstaining From Voting	1
Broker Non-Votes	0

Item 7.01 Regulation FD Disclosure.

On May 19, 2023, the Company issued a press release announcing the results of the voting at the Company's annual meeting of stockholders. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

The forgoing information is being furnished pursuant to Item 7.01 of Form 8-K and will not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of such section.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated May 19, 2023.
104	Cover Page Interactive Data File (embedded with 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.

Date: May 19, 2023

KELLY SERVICES, INC.

/s/ James M. Polehna

James M. Polehna

Corporate Secretary



Kelly Elects Board of Directors at Annual Shareholders Meeting, Announces Board Leadership Succession

TROY, Mich., (May 19, 2023) – Kelly (Nasdaq: KELYA, KELYB), a leading specialty talent solutions provider, today announced that at its 2023 Annual Shareholders Meeting held on May 17, 2023, Kelly shareholders elected nine individuals to serve one-year terms on its board of directors.

The newly elected directors are Gerald S. Adolph, retired senior partner, strategy and M&A, Booz & Co.; George S. Corona, retired president and chief executive officer, Kelly; Robert S. Cubbin, retired president and chief executive officer, Meadowbrook Insurance Group, Inc.; Amala Duggirala, executive vice president and chief information officer, United Services Automobile Association (USAA); InaMarie Felix Johnson, former chief people and diversity officer, Zendesk, Inc.; Terrence B. Larkin, retired executive vice president, business development, general counsel and corporate secretary, Lear Corporation; Leslie A. Murphy, CPA, president and chief executive officer, Murphy Consulting, Inc.; Donald R. Parfet, managing director, Apjohn Group, LLC; and Peter W. Quigley, president and chief executive officer, Kelly.

Following the election of the board of directors, the board appointed Mr. Larkin to the position of chairman of the board, effective immediately. An attorney with 28 years of experience in business law, Mr. Larkin has served as an independent director on Kelly's board since 2010 and brings a valuable combination of complex problem-solving skills, legal and governance expertise, and global experience. He succeeds Mr. Parfet, who has elected to step down as chairman of the board, a position in which he has served since 2018. Mr. Parfet will continue his service on Kelly's board as an independent director.

“On behalf of the entire board of directors, I would like to thank Don for his distinguished leadership during the last five years. Kelly has benefited immensely from his guidance and insights as the Company has executed its specialty strategy and transformed its portfolio,” said Mr. Larkin. “I am grateful for the opportunity to serve as Kelly's next chairman, and I look forward to continuing to work with Don and the rest of the board to carry out our responsibility to Kelly's shareholders as the Company embarks on the next phase of its growth journey.”

About Kelly®

Kelly Services, Inc. (Nasdaq: KELYA, KELYB) helps companies recruit and manage skilled workers and helps job seekers find great work. Since inventing the staffing industry in 1946, we have become experts in the many industries and local and global markets we serve. With a network of suppliers and partners around the world, we connect more than 450,000 people with work every year. Our suite of outsourcing and consulting services ensures companies have the people they need, when and where they are needed most. Headquartered in Troy, Michigan, we empower businesses and individuals to access limitless opportunities in industries such as science, engineering, technology, education, manufacturing, retail, finance, and energy. Revenue in 2022 was \$5.0 billion. Learn more at [kellyservices.com](https://www.kellyservices.com).

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