

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 29, 2026

DOUGLAS DYNAMICS, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other  
jurisdiction of  
incorporation)

001-34728  
(Commission File  
Number)

13-4275891  
(IRS Employer  
Identification No.)

11270 W Park Place Ste 300, Milwaukee, Wisconsin 53224  
(Address of principal executive offices, including zip code)

(414) 354-2310  
(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(s)	Name of each exchange on which registered
Common Stock, par value \$.01 per share	PLOW	New York Stock Exchange

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

On April 30, 2026, Douglas Dynamics, Inc. (the “Company”) amended the Company’s Fourth Amended and Restated Certificate of Incorporation to provide for exculpation from personal liability for certain officers as permitted by Delaware law (the “Amendment”) by filing a Certificate of Amendment with the Secretary of State of Delaware. The Amendment was previously approved by the Company’s Board of Directors, subject to stockholder approval, and was approved by the Company’s stockholders at the Company’s 2026 annual meeting of stockholders held on April 29, 2026 (the “2026 Annual Meeting”). A more complete description of the Amendment is set forth in Proposal 4 contained in the Company’s definitive proxy statement for the 2026 Annual Meeting, which was filed with the Securities and Exchange Commission on March 20, 2026. Each of that description and the foregoing summary of the Amendment and the Certificate of Amendment as set forth under this Item 5.03 does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Certificate of Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

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

As described in Item 5.03 above, the Company held its 2026 Annual Meeting on April 29, 2026. The name of each director elected at the 2026 Annual Meeting, a brief description of each other matter voted upon at the 2026 Annual Meeting and the number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes as to each such matter, as applicable, are set forth below.

Election of Three Directors to Terms Expiring at the 2029 Annual Meeting of Stockholders

<b>Name of Nominee</b>	<b>Shares Voted For</b>	<b>Shares Withheld</b>	<b>Broker Non-Votes</b>
Jennifer I. Ansberry	18,461,677	1,131,738	1,412,559
Bradley M. Nelson	18,436,083	1,157,332	1,412,559
Joher Akolawala	17,832,907	1,659,196	1,513,854

Election of One Director to a Term Expiring at the 2028 Annual Meeting of Stockholders

<b>Name of Nominee</b>	<b>Shares Voted For</b>	<b>Shares Withheld</b>	<b>Broker Non-Votes</b>
James L. Janik	19,207,407	386,008	1,412,559

Advisory Vote on Approval of the Compensation of the Company’s Named Executive Officers.

<b>Shares Voted For</b>	<b>Shares Voted Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
18,709,832	732,824	150,759	1,412,559

Ratification of the Appointment of Deloitte& Touche LLP as the Company’s Independent Registered Public Accounting Firm for 2026

<b>Shares Voted For</b>	<b>Shares Voted Against</b>	<b>Abstentions</b>
20,626,985	368,447	10,542

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Approval of the Amendment to the Fourth Amended and Restated Certificate of Incorporation to Provide for Exculpation from Personal Liability for Certain Officers as Permitted by Delaware Law.

<u>Shares Voted For</u>	<u>Shares Voted Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
16,985,296	2,511,594	96,525	1,412,559

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
3.1	<a href="#">Certificate of Amendment to Fourth Amended and Restated Certificate of Incorporation of Douglas Dynamics, Inc.</a>
104	Cover Page Interactive Data File (the Cover Page Interactive Data File is embedded within the Inline XBRL document).

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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 1, 2026

DOUGLAS DYNAMICS, INC.

By: /s/ Sarah C. Lauber  
Sarah C. Lauber  
Executive Vice President, Chief Financial Officer and  
Secretary

**CERTIFICATE OF AMENDMENT  
TO  
FOURTH AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
DOUGLAS DYNAMICS, INC.**

Douglas Dynamics, Inc. (the "**Corporation**"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "**DGCL**"), does hereby certify as follows:

1. This Certificate of Amendment (the "**Certificate of Amendment**") amends the provisions of the Corporation's Certificate of Incorporation filed with the Secretary of State of the State of Delaware on March 11, 2004, as amended and restated by that certain Amended and Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on March 30, 2004, as further amended and restated by that certain Second Amended and Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on April 12, 2004, as further amended and restated by that certain Third Amended and Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on December 14, 2004, as further amended by that certain Certificate of Amendment of Third Amended and Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on January 26, 2010, and as further amended and restated by that certain Fourth Amended and Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on May 7, 2010.

2. This Certificate of Amendment was duly adopted in accordance with the provisions of Section 242 of the DGCL.

3. Article X of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

**ARTICLE X  
LIABILITY OF DIRECTORS AND OFFICERS**

**SECTION A. Liability of Directors and Officers.**

1. **No Personal Liability.** To the fullest extent permitted by the DGCL as the same exists or as may hereafter be amended, no director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer.

2. **Amendment or Repeal.** Any amendment, alteration or repeal of this Article X that adversely affects any right of a director or officer, or its successors, shall be prospective only and shall not limit or eliminate any such right with respect to any proceeding involving any occurrence or alleged occurrence of any action or omission to act that took place prior to such amendment or repeal.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed this 30th day of April, 2026.

Douglas Dynamics, Inc.

By:           /s/ Mark Van Genderen            
Name:           Mark Van Genderen            
Title:           President and Chief Executive Officer