

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):

July 28, 2025 (July 24, 2025)

Kirkland's, Inc.

(Exact name of registrant as specified in its charter)

Tennessee
(State or other jurisdiction of incorporation)

000-49885
(Commission File Number)

62-1287151
(I.R.S. Employer Identification No.)

5310 Maryland Way, Brentwood, Tennessee
(Address of principal executive offices)

37027
(Zip Code)

Registrant's telephone number, including area code: 615-872-4800

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

On July 24, 2025, Kirkland’s, Inc.’s (the “Company”) shareholders approved an amendment to the Amended and Restated Chart of the Company to declassify the Company’s Board of Directors and provide for the annual election of directors. The declassification of the Company’s Board of Directors became effective upon filing with the Secretary of State of the State of Tennessee on July 25, 2025.

Additionally, on July 24, 2025, the Company’s shareholders approved an amendment to the Amended and Restated Charter of the Company to change the name of the Company from “Kirkland’s, Inc.” to “The Brand House Collective, Inc.” (the “Name Change”). The Name Change became effective upon filing with the Secretary of State of the State of Tennessee on July 25, 2025. In connection with the Name Change, the Company has also initiated the process to change its ticker symbol on the Nasdaq to reflect the new name and expects to trade under the ticker symbol “TBHC.” Trading under the Company’s new name and ticker symbol will begin on July 29, 2025. The Company’s CUSIP will not change and no action is needed from the Company’s shareholders with respect to the ticker symbol change.

The Name Change does not affect the status of the Company or the rights of any shareholder in any respect, or the transferability of stock certificates presently outstanding. The currently outstanding share certificates evidencing shares of the Company’s securities bearing the name Kirkland’s, Inc. will continue to be valid and represent shares of the Company following the Name Change.

The foregoing summary is qualified in its entirety by reference to the full text of the charter amendments, copies of which are attached as Exhibit 3.1 and 3.2 hereto and incorporated herein by reference.

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

On July 24, 2025, the Company held its Annual Meeting of Shareholders (the “Annual Meeting”). The proposals considered at the Annual Meeting are described in the Company’s 2025 Proxy Statement filed with the Securities and Exchange Commission on June 30, 2025. A summary of the matters voted upon by the shareholders at the Annual Meeting is set forth below.

Proposal 1. The Company’s shareholders approved an amendment to the Amended and Restated Charter of the Company to declassify the Company’s Board of Directors and provide for the annual election of directors.

	For	Against	Abstain	Broker Non-Votes
Total Shares Voted	11,811,995	35,269	76,365	4,120,142

Proposal 2. The Company’s shareholders elected the five nominees for director as listed below to serve for a one-year term expiring at the 2026 annual meeting or until their successors are duly elected and qualified.

Nominee	For	Against	Abstain	Broker Non-Votes
Eric L. Schwartzman	11,839,184	61,853	22,592	4,120,142
Neely J. Tamminga	11,743,839	157,453	22,337	4,120,142
Tamara R. Ward	11,835,092	66,300	22,237	4,120,142
Steven C. Woodward	11,634,323	268,629	20,677	4,120,142
Amy E. Sullivan	11,843,940	61,629	18,060	4,120,142

Proposal 3. Proposal 3 to elect two Class I directors, elect one Class II director, and elect one Class III director was rendered moot and accordingly was not submitted to the Company’s shareholders, given the passage of Proposal 1 to declassify the Company’s Board of Directors.

Proposal 4. The Company’s shareholders approved an amendment to the Amended and Restated Kirkland’s, Inc. 2002 Equity Incentive Plan to increase the number of common shares available for issuance thereunder.

	For	Against	Abstain	Broker Non-Votes
Total Shares Voted	11,650,996	253,172	19,461	4,120,142

Proposal 5. The Company’s shareholders approved an amendment to the Amended and Restated Charter of the Company to change the name of the Company from "Kirkland’s, Inc." to "The Brand House Collective, Inc."

	For	Against	Abstain	Broker Non-Votes
Total Shares Voted	14,950,368	826,755	266,648	0

Proposal 6. The Company’s shareholders approved, on an advisory basis, compensation for our named executive officers based on the following votes:

	For	Against	Abstain	Broker Non-Votes
Total Shares Voted	11,570,414	233,868	119,347	4,120,142

Proposal 7. The Company’s shareholders ratified the appointment by the Company’s Board of Directors of Ernst & Young LLP as the Company’s independent registered accounting firm for the 2025 fiscal year based on the following votes:

	For	Against	Abstain	Broker Non-Votes
Total Shares Voted	15,812,306	38,882	192,583	0

Item 8.01: Other Events

On July 28, 2025, the Company issued a press release announcing the Name Change and new store opening. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 9.01: Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
3.1	Articles of Amendment to the Amended and Restated Charter of Kirkland’s, Inc. to declassify the Company’s Board of Directors.
3.2	Articles of Amendment to the Amended and Restated Charter of Kirkland’s, Inc. to change the Company’s name from "Kirkland’s, Inc." to "The Brand House Collective, Inc."
99.1	Press Release dated July 28, 2025 announcing the Company Name Change and Store Opening.
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 hereunto duly authorized.

Kirkland's, Inc.

July 28, 2025

By: /s/ Michael W. Sheridan

Name: Michael W. Sheridan

Title: Senior Vice President, General Counsel and Secretary

ARTICLES OF AMENDMENT TO THE
AMENDED AND RESTATED CHARTER OF KIRKLAND'S, INC.

In accordance with Section 48-20-106 of the Tennessee Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment (the "Articles of Amendment") to its Amended and Restated Charter (the "Charter"):

1. The name of this corporation is Kirkland's, Inc. (the "Corporation").
2. Section 9.1 of the Charter is hereby deleted in its entirety and replaced with the following and shall read in its entirety as follows:

"9.1. Number. The number of directors of the Corporation shall be such number, neither fewer than three nor more than fifteen (exclusive of directors, if any, to be elected by holders of preferred stock of the Corporation), as determined by a majority vote of the Board of Directors. The Board of Directors has the power to fix or change the number of directors, including an increase or decrease in the number of directors from time to time as established by a majority vote of the Board of Directors. Should the number of directors of the Corporation be reduced, the Board of Directors shall designate, by the name of the incumbent(s), the position(s) to be abolished. Notwithstanding the foregoing, no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Should the number of directors of the Corporation be increased, the Board of Directors shall designate the number of directorships to be created. A director need not be a shareholder or a resident of the state of Tennessee."

3. Section 9.3 of the Charter is hereby deleted in its entirety and replaced with the following and shall read in its entirety as follows:

"9.3. Term. The directors elected or appointed prior to the Corporation's 2025 annual meeting of shareholders are divided, with respect to the terms for which they severally hold office, into three classes, with the number of directors of each such class being as equal as practicable, and with each director serving for a term ending on the date of the third annual meeting of shareholders following the annual meeting at which such director was elected and until his or her successor shall have been duly elected and qualified. Commencing with the Corporation's 2025 annual meeting of shareholders, subject to other provisions of this paragraph, all directors shall be elected annually, and at each annual meeting of shareholders, each director shall be elected for a term of office to expire at the next annual meeting of shareholders after such director's election."

4. Section 9.5 of the Charter is hereby deleted in its entirety and replaced with the following and shall read in its entirety as follows:

"9.5. Vacancies and Newly Created Directorships. Unless the Board of Directors otherwise determines, and subject to the rights of the holders of any series of preferred stock, newly created directorships resulting from any increase in the authorized number of directors or any vacancies on the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause may be filled only by a majority vote of the directors then in office, though less than a quorum, and shall not be filled by the shareholders, unless there are no directors remaining on the Board of Directors. Any director so chosen (a "vacancy director") shall hold office until the next annual meeting of shareholders and until his or her successor shall have been elected and qualified. The shareholders shall thereupon elect a director to fill the vacancy or newly created directorship having been temporarily filled by the vacancy director, which individual may include the incumbent vacancy director."

6. Except as amended by these Articles of Amendment, the Charter of the Corporation shall remain in full force and effect.
7. On the recommendation of the Board of Directors of the Corporation, these Articles of Amendment were duly adopted by the shareholders of the Corporation at a meeting of the shareholders on July 24, 2025.
8. These Articles of Amendment will be effective upon filing with the Secretary of State of the State of Tennessee.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed by its duly authorized officer as set forth below this 25th day of July 2025.

KIRKLAND'S, INC.

By:	/s/ Amy E. Sullivan
Name:	Amy E. Sullivan
Title:	President and Chief Executive Officer

ARTICLES OF AMENDMENT TO THE
AMENDED AND RESTATED CHARTER OF KIRKLAND'S, INC.

Effective as of July 24, 2025, Section 1 of the Amended and Restated Charter of Kirkland's, Inc. is hereby amended to read:

1. ~~Name.~~ The name of the Corporation is The Brand House Collective, Inc.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed by its duly authorized officer as set forth below this 25th day of July 2025.

By:
Name:
Title:

KIRKLAND'S, INC.

/s/ Amy E. Sullivan

Amy E. Sullivan
President and Chief Executive Officer

Iconic Bed Bath & Beyond Brand Returns to Stores with First Bed Bath & Beyond Home in Nashville*Grand Opening Celebration Planned for August 8th**Ticker Symbol Changes from KIRK to TBHC Effective July 29, 2025*

NASHVILLE, Tenn. (July 28, 2025) — The Brand House Collective, Inc., formerly Kirkland's, Inc., (Nasdaq: KIRK) ("The Brand House Collective" or the "Company"), today announced that it will celebrate the grand opening of its first Bed Bath & Beyond Home store located in Nashville, TN, on August 8, 2025. The store opening is the first for the Company under its new name, The Brand House Collective, Inc., following the approval by shareholders at the annual meeting held on July 24, 2025.

"We're proud to reintroduce one of retail's most iconic names with the launch of Bed Bath & Beyond Home, beautifully reimagined for how families gather at home today," said Amy Sullivan, CEO of The Brand House Collective. "This isn't just a store, it's a fresh start for a brand that means something special to so many families. With Bed Bath & Beyond Home we're delivering on our mission to offer great brands, for any budget, in every room. It's a powerful addition to our portfolio and a meaningful step forward in our transformation."

To celebrate our grand opening on August 8th, in honoring our brand's history, we're bringing back one of its most iconic traditions, the beloved Bed Bath & Beyond coupon. We encourage guests to bring in their legacy Bed Bath & Beyond coupons which we will gladly honor. The coupon we all know and love is back and for those who need one, a fresh version will be waiting at the door. In addition, the first 25 customers who make a purchase will receive an incredible free gift, The Beyond Bed, a premium 10" memory foam queen size mattress, regularly valued at \$226.99. Join us for a homecoming celebration where nostalgia meets fresh possibilities, and every customer becomes part of our exciting new chapter!

Ticker Symbol Change

Effective July 29, 2025, the company will begin trading under its new ticker symbol "TBHC." No action is required by shareholders regarding the ticker symbol change.

Additional details regarding the results of the annual meeting are included in the Form 8-K filed with the Securities and Exchange Commission ("SEC") today. All management proposals received strong shareholder support and approval.

About The Brand House Collective, Inc.

The Brand House Collective, Inc., formerly Kirkland's Inc., is a multi-brand merchandising, supply chain and retail operator, managing a portfolio of iconic home and family brands including Kirkland's Home and Beyond Inc.'s Bed Bath & Beyond Home, Bed Bath & Beyond, buybuy Baby, and Overstock. Currently operating more than 300 stores across 35 states as well as e-commerce sites, www.kirklands.com and www.bedbathandbeyondhome.com, the Company offers distinctive brand experiences providing curated, high-quality product assortments for every room, every moment, and for every budget. More information can be found at www.kirklands.com.