

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): June 02, 2025

BARRETT BUSINESS SERVICES, INC.

(Exact name of Registrant as Specified in Its Charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

0-21886
(Commission File Number)

52-0812977
(IRS Employer
Identification No.)

8100 NE Parkway Drive
Suite 200
Vancouver, Washington
(Address of Principal Executive Offices)

98662
(Zip Code)

Registrant's Telephone Number, Including Area Code: (360) 828-0700

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 \$0.01 per share | BBSI | The 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 5.07. Submission of Matters to a Vote of Security Holders.

The Company held the Annual Meeting of stockholders on June 2, 2025.

The matters considered and voted on by the Company's stockholders at the Annual Meeting and the voting results were as follows:

Proposal 1. Nine directors were elected, each for a one-year term to serve until the 2026 annual meeting of stockholders, by the votes indicated.

| Nominee | Shares Voted For | Shares Voted Against | Abstentions | Broker Non-Votes |
|---------------------|------------------|----------------------|-------------|------------------|
| Thomas J. Carley | 19,687,868 | 1,282,850 | 8,803 | 2,207,687 |
| Joseph S. Clabby | 20,262,260 | 708,458 | 8,803 | 2,207,687 |
| Thomas B. Cusick | 20,885,872 | 84,845 | 8,804 | 2,207,687 |
| Mark S. Finn | 20,949,908 | 5,041 | 24,572 | 2,207,687 |
| Gary E. Kramer | 20,915,481 | 56,637 | 7,403 | 2,207,687 |
| Anthony Meeker | 20,618,422 | 344,835 | 16,264 | 2,207,687 |
| Carla A. Moradi | 20,888,637 | 82,087 | 8,797 | 2,207,687 |
| Alexandra Morehouse | 20,605,519 | 360,021 | 13,981 | 2,207,687 |
| Vincent P. Price | 20,183,962 | 786,756 | 8,803 | 2,207,687 |

Proposal 2. Approval, by non-binding, advisory vote, of the compensation paid to the Company's named executive officers.

| Shares Voted For | Shares Voted Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|-------------|------------------|
| 20,022,859 | 757,742 | 198,920 | 2,207,687 |

The Company's stockholders approved, in a non-binding, advisory vote, the compensation paid to the Company's named executive officers for the fiscal year ended December 31, 2024.

Proposal 3. Ratification of the selection of Deloitte and Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2025.

| Shares Voted For | Shares Voted Against | Abstentions |
|------------------|----------------------|-------------|
| 22,974,825 | 182,908 | 29,475 |

The Company's stockholders ratified the selection of Deloitte and Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2025.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are filed with this Form 8-K:

| Exhibit No. | Description |
|-------------|--|
| 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 thereunto duly authorized.

BARRETT BUSINESS SERVICES, INC.
Registrant

Dated: June 4, 2025

By: /s/ Anthony J. Harris
Anthony J. Harris
Executive Vice President and Chief Financial Officer and Treasurer
