

KEWAUNEE SCIENTIFIC CORP /DE/  
Form 8-K/A  
July 25, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K/A**  
**Amendment No. 1**

**Current Report**  
**Pursuant to Section 13 or 15(d)**  
**of The Securities Exchange Act of 1934**  
**Date of Report: July 25, 2016**  
**Date of earliest event reported: June 23, 2016**

**Kewaunee Scientific Corporation**  
**(Exact name of registrant as specified in its charter)**

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

**0-5286**  
**(Commission**

**38-0715562**  
**(IRS Employer**

**incorporation or organization)**

**File Number)**

**Identification No.)**

**2700 West Front Street**

**Statesville, NC 28677**

**(Address of principal executive offices) (Zip Code)**

**Registrant's telephone number, including area code: (704) 873-7202**

**N/A**

**(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))

## Explanatory Note

This Current Report on Form 8-K/A amends the Form 8-K filed June 27, 2016 by Kewaunee Scientific Corporation (the Company) disclosing a change in auditors under Item 4.01 to provide updated information regarding the audit reports on the financial statements of the Company prepared by Cherry Bekaert LLP (Cherry Bekaert).

### **Item 4.01 Changes in Registrant's Certifying Accountant**

On June 23, 2016, the Company, with the approval of the Audit Committee of the Board of Directors (the Audit Committee), notified Cherry Bekaert that Cherry Bekaert was being dismissed as the Company's independent registered public accounting firm, effective upon completion of Cherry Bekaert's audit of the Company's financial statements for the fiscal year ended April 30, 2016, and appointed Ernst & Young LLP (Ernst & Young) as the Company's new independent registered public accounting firm. The decision to change the Company's independent registered public accounting firm was the result of a request for proposal process in which the Audit Committee of the Company's Board of Directors conducted a comprehensive, competitive process to select the independent registered public accounting firm, and which action was ratified by the Board of Directors.

#### *(a) Dismissal of independent registered public accounting firm.*

Cherry Bekaert's audit reports on the Company's financial statements for the years ended April 30, 2016 and 2015 did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles. During the Company's two most recent fiscal years ended April 30, 2016 and 2015 and through July 21, 2016, the Company has not had any disagreement with Cherry Bekaert on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedures, which disagreement, if not resolved to Cherry Bekaert's satisfaction, would have caused Cherry Bekaert to make reference to the subject matter of the disagreement in their reports on the Company's consolidated financial statements. In addition, during the Company's two most recent fiscal years ended April 30, 2016 and 2015 and through July 21, 2016, there were no reportable events as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

The Company provided Cherry Bekaert with a copy of this Current Report on Form 8-K/A prior to its filing with the Securities and Exchange Commission (SEC) and requested that Cherry Bekaert furnish it with a letter addressed to the SEC stating whether or not it agrees with the above statements in Item 4.01(a). A copy of Cherry Bekaert's letter, dated July 25, 2016, is filed as Exhibit 16.1 to this Current Report on Form 8-K/A.

#### *(b) Appointment of new independent registered public accounting firm.*

On June 23, 2016, pursuant to the approval of the Audit Committee, the Company engaged Ernst & Young as the Company's new independent registered public accounting firm for its quarter ending July 31, 2016 and its fiscal year ending April 30, 2017.

During the Company's two most recent fiscal years and through July 21, 2016, neither the Company nor anyone on its behalf consulted Ernst & Young regarding (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's

consolidated financial statements, and no written report or oral advice was provided by Ernst & Young to the Company that Ernst & Young concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue, or (ii) any matter that was either the subject of a disagreement (as described in Item 304(a)(1)(iv) of Regulation S-K and the related instructions) or a reportable event (as described in Item 304(a)(1)(v) of Regulation S-K).

Page - 3

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

<b>No.</b>	<b>Exhibit Description</b>
16.1	Letter of Cherry Bekaert LLP dated July 25, 2016
16.2	Letter of Cherry Bekaert LLP dated June 28, 2016 (incorporated by reference to Exhibit 16.1 to the registrant's original report on Form 8-K filed on June 28, 2016)

Page - 4

**SIGNATURE**

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.

Dated: July 25, 2016

Kewaunee Scientific Corporation

By: /s/ Thomas D. Hull III

Name: Thomas D. Hull III

Title: Vice President, Finance and Chief  
Financial Officer

Page - 5