

KEWAUNEE SCIENTIFIC CORP /DE/
Form 8-K
August 29, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): August 29, 2018

Kewaunee Scientific Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

0-5286
(Commission
File Number)
2700 West Front Street

38-0715562
(IRS Employer
Identification No.)

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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))

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 7.01. Regulation FD Disclosure

Kewaunee Scientific Corporation (the Company) has posted an investor presentation to the Investor Information section of the Company s website at <http://www.kewaunee.com/About Us/Investor Information>. The presentation is attached hereto as Exhibit 99.1. The information included in Exhibit 99.1 is incorporated by reference in this Item 7.01, and is deemed to be furnished, not filed, pursuant to Item 7.01 of Form 8-K.

Certain statements made in the attached presentation constitute forward-looking statements within the meaning of the federal securities laws, including statements regarding the Company s future performance, as well as management s expectations, beliefs, intentions, plans, estimates or projections relating to the future. Management believes that these forward-looking statements are reasonable. However, the Company cannot guarantee that its actual results will be consistent with the forward-looking statements and you should not place undue reliance on them. These statements are based on current expectations and speak only as of the date they are made. The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of future events, new information or otherwise. Important factors regarding the Company that may cause results to differ from expectations are included in the Company s Annual Report on Form 10-K for the year ended April 30, 2018, under Item 1A. Risk Factors, and in the Company s other filings with the SEC.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
99.1	<u>Kewaunee Scientific Corporation Investor Presentation</u>

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: August 29, 2018

Kewaunee Scientific Corporation

By: /s/ Thomas D. Hull III
Thomas D. Hull III
Vice President, Finance and
Chief Financial Officer

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ction to require the board, in accordance with the new act, to set a new record date if a meeting of shareholders is adjourned to a date more than 120 days after the original date of the meeting.

We added Sections 8.11 and 8.12 to our by-laws with respect to indemnification and advancement of expenses. These provisions are intended to follow the procedures set forth in the new act and generally to provide the maximum indemnification and advancement of expenses permitted by the new act.

In addition, we made certain other changes to conform our by-laws to the provisions of the new act. For example, the new act generally uses the terms "share" and "shareholder" instead of "stock" and "stockholder," and the new act changed the title of "clerk" to "secretary." We use this new statutory terminology throughout our amended by-laws.

The amendments to our by-laws took effect immediately upon adoption. The descriptions of the provisions of the amended and restated by-laws contained in this report are qualified in their entirety by reference to the full text of the amended and restated by-laws available through the Investor Relations page of our website at www.crai.com.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires our officers and directors and persons who beneficially own more than ten percent of our common stock to file reports of ownership and changes in ownership with the Securities and Exchange Commission. SEC regulations require officers, directors and greater-than-ten-percent stockholders to furnish us with copies of all Section 16(a) forms they file.

Based solely upon a review of Forms 3 and 4 and amendments thereto furnished to us during fiscal 2004 and Forms 5 and amendments thereto furnished to us with respect to fiscal 2004, or written representations that Form 5 was not required for fiscal 2004, we believe that all Section 16(a) filing requirements applicable to our officers, directors and greater-than-ten-percent stockholders were fulfilled in a timely manner.

STOCKHOLDER PROPOSALS

Stockholder proposals for inclusion in our proxy materials relating to our 2006 annual meeting of stockholders must be received by us at our executive offices no later than December 9, 2005 or, if the date of that meeting is more than 30 calendar days before or after May 6, 2006, a reasonable time before we begin to print and mail our proxy materials with respect to that meeting.

In addition, our by-laws provide that a stockholder desiring to bring business before any meeting of stockholders or to nominate any person for election to the board of directors must give timely written notice to our secretary in accordance with the procedural requirements set forth in our by-laws. In the case of a regularly scheduled annual meeting, written notice must be delivered to or mailed and received at our principal executive offices not less than 60 days nor more than 90 days before the scheduled annual meeting, must describe the business to be brought before the meeting and must provide specific information about the stockholder, other supporters of the proposal, their stock ownership and their interest in the proposed business. If we hold our 2006 annual meeting before April 21, 2006, and if we give less than 70 days' notice or prior public disclosure of the date of that meeting, then the stockholder's notice must be delivered to or mailed and received at our principal executive offices not later than the close of business on the tenth day after the earlier of (1) the day on which we mailed notice of the date of the meeting and (2) the day on which we publicly disclosed the date of the special meeting. Currently, in order to bring an item of business before the 2006 annual meeting in accordance with our by-laws, a stockholder must deliver the requisite notice of that item of business to us between January 21, 2006 and February 20, 2006.

AVAILABLE INFORMATION

Stockholders of record on March 7, 2005 will receive a proxy statement and our annual report to stockholders, which contains detailed financial information about our firm. The annual report is not incorporated herein and is not deemed a part of this proxy statement.

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