

Edgar Filing: Oil-Dri Corp of America - Form 8-K

Oil-Dri Corp of America
Form 8-K
April 15, 2019

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 15, 2019

Oil-Dri Corporation of America
(Exact name of registrant as specified in its charter)

Delaware	001-12622	36-2048898
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

410 North Michigan Avenue	
Suite 400	60611-4213
Chicago, Illinois	
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (312) 321-1515

(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 (see General Instruction A.2. below):

- ☐ 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(c)

On April 15, 2019, Oil-Dri Corporation of America (the “Company”) announced the appointment of Molly D. VandenHeuvel as Chief Operating Officer of the Company, effective immediately.

Ms. VandenHeuvel, 49, was most recently with Abbott Laboratories, where she served as an Integration and Supply Chain Head from 2017 to 2019 and Senior Director of Integrated Business Planning from 2015 to 2017. Prior to Abbott Laboratories, Ms. VandenHeuvel served as Senior Director of Product Supply - Beverages & Snack Nuts for Kraft Foods Group and held previous supply chain positions for Procter & Gamble. Ms. VandenHeuvel holds a bachelor’s degree in Industrial Engineering from Northwestern University.

Ms. VandenHeuvel will (i) receive an annual salary of \$300,000, (ii) be eligible to participate in the Company’s bonus program, with a target bonus opportunity of 40% of her annual salary, dependent on the attainment of performance goals, (iii) be eligible to participate in the Company’s Executive Deferred Compensation Program, with a target bonus opportunity of 20% of her annual salary, based on Company performance, and (iv) be entitled to participate in benefit plans generally made available to executive officers and employees of the Company.

In connection with her appointment, the Company awarded Ms. VandenHeuvel a grant of 30,000 shares of restricted stock of the Company with the following vesting schedule: 7,000 shares will vest on each of the second, third and fourth anniversaries of April 15, 2019 and the remaining 9,000 shares will vest on the fifth anniversary of April 15, 2019. Such restricted stock was issued under the Company’s long-term incentive plan and is subject to the terms and conditions of such plan.

There are no family relationships between Ms. VandenHeuvel and any of the directors and executive officers of the Company, nor are there any transactions in which Ms. VandenHeuvel has an interest requiring disclosure under Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

The Company issued a press release on April 15, 2019 announcing the appointment of Ms. VandenHeuvel described in Item 5.02 above, which is furnished as Exhibit 99.1 to this report.

The information in this Item 7.01 and Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section. This information shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference to such disclosure in this Form 8-K in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

Number Description of Exhibits

99.1 Press Release of the Company dated April 15, 2019

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.

OIL-DRI CORPORATION
OF AMERICA

By: /s/ Laura G. Scheland
Laura G. Scheland
Vice President and
General Counsel

Date: April 15, 2019