

BARNES GROUP INC

Form 8-K

December 08, 2017

**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): December 8, 2017

#### **BARNES GROUP INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**1-4801**

(Commission File Number)

**06-0247840**

(I.R.S. Employer Identification No.)

**123 Main Street, Bristol, Connecticut**

(Address of principal executive offices)

**06010**

(Zip Code)

**(860) 583-7070**

Registrant's telephone number, including area code

#### **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))

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.

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### Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

#### (d) Election of Directors.

On December 8, 2017, the Board of Directors (the "Board") of Barnes Group Inc. (the "Company") elected Richard J. Hipple as an independent director of the Company, effective immediately, for a term ending on the date of the 2018 Annual Meeting of Stockholders. Mr. Hipple's election increases Board membership to twelve (12) directors.

There is no arrangement or understanding between Mr. Hipple and any other persons by which he was selected as a director. Additionally, there are no transactions involving Mr. Hipple requiring disclosure under Item 404(a) of Regulation S-K.

Mr. Hipple will participate in the standard compensation and benefit programs received by the Company's non-management directors, which are described in the Company's proxy statement filed with the Securities and Exchange Commission on March 21, 2017.

The Board has appointed Mr. Hipple to the Corporate Governance Committee, and the Compensation and Management Development Committee of the Board.

### Item 7.01. Regulation FD Disclosure.

The Company issued a press release on December 8, 2017 announcing Mr. Hipple's election to the Board. A copy of the press release is furnished with this report as Exhibit 99.1.

### Item 9.01. Financial Statements and Exhibits.

#### (d)

Exhibit No.	Document Description
<u>99.1</u>	<u>Press Release of the Company dated December 8, 2017.</u>

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### 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.

Dated: December 8, 2017

BARNES GROUP INC.  
(Registrant)

By:

/s/ Kristine M. Murphy  
Kristine M. Murphy  
Deputy General Counsel and Assistant Secretary