

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

Oil-Dri Corp of America  
Form 8-K  
December 21, 2018

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 18, 2018

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

(b) On December 18, 2018, Mark E. Lewry ceased to serve as Chief Operating Officer of Oil-Dri Corporation of America (the “Company”). In connection with his departure, the Company offered Mr. Lewry a separation agreement, which is anticipated to provide for a continuation of Mr. Lewry’s annual base salary for a period of six months in an amount equal to \$151,500, which amount shall be paid less applicable taxes and withholdings and in accordance with the Company’s normal payroll schedule. As a condition to receiving the severance payments, Mr. Lewry will be required to agree to a customary release of claims and his non-competition agreement and non-disclosure agreement with the Company will remain in effect.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company 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, General Counsel and Secretary

Date: December 21, 2018