

CARPENTER TECHNOLOGY CORP

Form 8-K

November 20, 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: **November 17, 2017**

CARPENTER TECHNOLOGY CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State of or other jurisdiction of
incorporation)

1-5828
(Commission File Number)

23-0458500
(IRS Employer I.D. No.)

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1735 Market Street
Philadelphia, Pennsylvania
(Address of principal executive
offices)

19103
(Zip Code)

(610) 208-2000

Registrant's telephone number, including area code

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

On November 17, 2017, the Board of Directors (the Board) of Carpenter Technology Corporation (the Company), upon the recommendation of its Corporate Governance Committee, appointed Kathleen Ligocki to the Board. Ms. Ligocki was also appointed to the Corporate Governance Committee, Compensation Committee and Strategy Committee of the Board. Ms. Ligocki is a Class II director, which means she will stand for re-election at the Company's 2018 Annual Meeting of Stockholders.

The Board determined that Ms. Ligocki qualifies as an independent director under the director independence standards set forth in the rules and regulations of the Securities and Exchange Commission and the applicable listing standards of the New York Stock Exchange.

Ms. Ligocki will be entitled to compensation under the Company's compensation policy for non-employee directors. There are no arrangements or understandings between Ms. Ligocki and any other person pursuant to which Ms. Ligocki was appointed as a director. There are no transactions in which Ms. Ligocki has an interest requiring disclosure under Item 404(a) of Regulation S-K.

The full text of a press release issued in connection with Ms. Ligocki's appointment is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 - Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description |
|-------------|---|
| 99.1 | <u>Press Release, dated November 20, 2017</u> |

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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.

CARPENTER TECHNOLOGY CORPORATION

By

/s/ James D. Dee

James D. Dee

Vice President, General Counsel and Secretary

Date: November 20, 2017