
**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): March 4, 2021

A. O. Smith Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-475
(Commission
File Number)

39-0619790
(IRS Employer
Identification No.)

11270 West Park Place, Milwaukee, Wisconsin 53224
(Address of principal executive offices, including zip code)

(414) 359-4000
(Registrant's telephone number)

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 communication 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 204.14a-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 13-e4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock (par value \$1.00 per share)	AOS	New York Stock Exchange

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.

William P. Gruebel and Paul W. Jones, who are currently members of the Board of Directors of A. O. Smith Corporation (“the Company”), advised the Company that they will retire as members of the Board upon the conclusion of their current terms on April 13, 2021, which the Company disclosed in a news release on March 4, 2021. A copy of the news release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

The following exhibit is being filed herewith:

(99.1) [News Release of A. O. Smith Corporation, dated March 4, 2021](#)

104 Cover Page Interactive Data File (embedded with the Inline XBRL document)

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.

A. O. SMITH CORPORATION

Date: March 4, 2021

By: /s/James F. Stern
James F. Stern
Executive Vice President, General Counsel and Secretary



News Release

Media Relations:

Mark Petrarca
414-359-4100
mpetrarca@aosmith.com

Investor Relations:

Patricia K. Ackerman
414-359-4130
packerman@aosmith.com

FOR IMMEDIATE RELEASE

March 4, 2021

A. O. Smith Nominates Holt and Larsen to Board of Directors

Company thanks retiring directors for many years of service

Milwaukee, Wis. — Global water technology company [A. O. Smith Corporation](#) (the “Company”) (NYSE: AOS) today announced the nomination of Victoria M. Holt and Michael M. Larsen to the board of directors.

Victoria M. Holt recently retired as president and chief executive officer of publicly-traded Proto Labs, Inc., after leading the company since 2014. Headquartered in Maple Plain, Minn., Proto Labs engages in the digital manufacture of custom prototypes and production parts, and offers 3D printing, CNC machining and injection molding services. Ms. Holt previously served as president and chief executive officer of Spartech Corporation, a provider of plastic sheet, compounds and packaging products. Prior to Spartech, Ms. Holt was the senior vice president, glass & fiberglass at PPG Industries, Inc., a coatings and specialty products company. In addition to her board member role, Ms. Holt, if elected, will also serve as a member of both the nominating & governance and the personnel & compensation committees. She currently serves on the board of Waste Management, Inc., Piper Sandler Companies and Watlow Electric Manufacturing Company.

Michael M. Larsen serves as senior vice president and chief financial officer of Illinois Tool Works, Inc., a publicly-traded, global, multi-industrial manufacturing leader headquartered in Glenview, Ill. He previously served as president and chief executive officer of Gardner Denver, Inc. Prior to that, Mr. Larsen was chief financial officer at General Electric (“GE”) Water and Process Technologies and held a number of global finance leadership roles of increasing responsibility at GE throughout his more than 15-year tenure with the organization. In addition to his board member role, Mr. Larsen is qualified as an audit committee financial expert under SEC regulations and, if elected, will serve as a member of the audit committee.

“Both individuals bring a wealth of global expertise and will provide valuable perspective to our board and management team, particularly related to strategy and operations of a growth-oriented global company like A. O. Smith,” said Kevin J. Wheeler, chairman and chief executive officer.

Paul W. Jones and William P. Greubel are retiring from the A. O. Smith board and conclude their terms on April 13, 2021. Mr. Jones joined the board in 2004 and Mr. Greubel joined in 2006. Both men served on the nominating & governance and personnel & compensation committees.

Paul Jones was the former executive chairman of the board from 2013 until his retirement in 2014. He served as chairman of the board and chief executive officer from 2011 to 2012; chairman of the board, president and chief executive officer from 2006 to 2011; and president and chief operating officer from 2004 to 2005.

William Greubel was the chief executive officer of Wabash National from 2002 to 2007, and held various director positions with Wabash National, including chairman and executive director, until his retirement as a director in 2009.

“On behalf of the board of directors, I would like to thank Paul and Bill for their guidance, long service and many contributions to our company,” said Wheeler. “I especially want to thank Paul for his vision and leadership as our chairman and chief executive officer during a transformative time for our company.”

The nominated board members will stand for election at the company’s annual meeting to be held on April 13, 2021.

About A. O. Smith

A. O. Smith Corporation, with headquarters in Milwaukee, Wis., is a global leader applying innovative technology and energy-efficient solutions to products manufactured and marketed worldwide. Listed on the New York Stock Exchange (NYSE: AOS), the Company is one of the world's leading manufacturers of residential and commercial water heating equipment and boilers, as well as a manufacturer of water treatment and air purification products. For more information, visit www.aosmith.com.

SOURCE: A. O. Smith Corporation

###