

LINDSAY CORP
Form 8-K
February 12, 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): February 12, 2018

LINDSAY CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|-------------------------------------|--------------------------------------|---|
| Delaware (State of | 1-13419 (Commission | 47-0554096 (IRS Employer |
| Incorporation) | File Number) | Identification Number) |
| 2222 North 111th Street | | 68164 |

Omaha, Nebraska
(Address of principal executive offices) **(Zip Code)**
(402) 829-6800

(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.

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

(b) On February 12, 2018, William F. Welsh II informed Lindsay Corporation (the Company) that he will not stand for re-election as a director when his term expires at the Company's annual meeting of stockholders to be held in December 2018 (the December 2018 Annual Meeting). Mr. Welsh's decision not to stand for re-election was not the result of any disagreement with the Company.

(d) On February 12, 2018, the Company's Board of Directors expanded the size of the Board of Directors from eight to nine members and appointed Consuelo E. Madere as a director effective immediately. Ms. Madere is a member of the class of directors with a term expiring at the December 2018 Annual Meeting. Ms. Madere has been appointed to serve on the Audit Committee.

Ms. Madere will receive compensation for serving as a director consistent with the description of compensation of non-employee directors included in the section entitled Compensation of Directors in the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on December 21, 2017.

Ms. Madere is expected to enter into an Indemnification Agreement with the Company in the form attached as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended November 30, 2008.

There are no arrangements or understandings between Ms. Madere and any other person pursuant to which Ms. Madere was appointed as a director, and there are no transactions between Ms. Madere and the Company that would be required to be reported under Item 404(a) of Regulation S-K.

Item 7.01. Regulation FD Disclosure.

A copy of the press release announcing Ms. Madere's appointment to the Company's Board of Directors and Mr. Welsh's forthcoming departure is furnished herewith as Exhibit 99.1 and is hereby incorporated by reference into this Item 7.01. In accordance with General Instruction B.2 of Form 8-K, the information contained in this Item 7.01 and the press release are being furnished under Item 7.01 of Form 8-K and 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 liabilities of that section, nor shall such information and exhibit be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

10.1 Form of Indemnification Agreement between the Company and its Officers and Directors, previously filed as Exhibit 10.2 with the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended November 30, 2008 and incorporated herein by reference.

99.1 Press Release, dated February 12, 2018, issued by the Company.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 12, 2018

LINDSAY CORPORATION

By: /s/ Brian L. Ketcham
Brian L. Ketcham, Vice President and Chief
Financial Officer