

**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): June 27, 2022

CSW INDUSTRIALS, INC.

(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37454
(Commission
File Number)

47-2266942
(IRS Employer
Identification No.)

**5420 Lyndon B. Johnson Freeway, Suite 500
Dallas, Texas 75240**
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (214) 884-3777

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))

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 \$0.01 per share	CSWI	Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined by 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 June 28, 2022, CSW Industrials, Inc. (the “Company”) announced that the Board of Directors of the Company (the “Board”) has elected Anne Motsenbocker as a new member of the Board. Ms. Motsenbocker brings extensive strategic and financial acumen and executive leadership experience to the Company’s Board, gained through serving in numerous executive leadership roles over a 36-year career with J.P. Morgan Chase, a global financial services firm. Prior to retiring from J.P. Morgan Chase in February 2021, Ms. Motsenbocker served as a Managing Director and senior leader of the southwest region of the Commercial Bank. She held roles of increasing responsibility within the firm, including serving as National Head of Multinational Corporations, Chairman of Dallas Market Leadership, President of Dallas Region Middle Market Banking, and Head of the Dallas Region of the Private Bank. Since January 2022, Ms. Motsenbocker has served as a board member of U.S. Physical Therapy (NYSE: USPH), a leading operator of outpatient physical therapy clinics in the U.S., where she serves as a member of the audit committee.

In connection with her election to the Board, Ms. Motsenbocker has also been appointed as a member of the Board’s Audit Committee and Compensation & Talent Development Committee. The Board has made an affirmative determination that Ms. Motsenbocker qualifies as an independent director under Nasdaq rules and the Company’s standards for director independence. Additionally, Ms. Motsenbocker qualifies as “financially sophisticated” as defined under Nasdaq rules and as an “audit committee financial expert” as defined in Item 407(d)(5) of Regulation S-K under the Securities Exchange Act of 1934 (the “Exchange Act”). There is no arrangement or understanding between Ms. Motsenbocker and any other person pursuant to which she was to be selected as a director. There have been no transactions directly or indirectly involving Ms. Motsenbocker that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K under the Exchange Act.

Ms. Motsenbocker will be compensated for her service on the Board in accordance with the Company’s compensatory and other arrangements for non-employee directors, which are described in detail in the Company’s definitive proxy statement for its 2021 annual meeting of shareholders filed with the Securities and Exchange Commission on July 8, 2021, under the heading “Board of Directors Compensation.”

A copy of the press release issued by the Company announcing the election of Ms. Motsenbocker is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this report by reference.

On June 27, 2022, Ms. Debra von Storch notified the Company of her intent to not stand for re-election as a member of the Board due to personal and professional external commitments. Ms. von Storch is currently serving a term as a Board member that will expire on the date of the 2022 annual meeting of shareholders. Ms. von Storch’s decision to not stand for re-election does not result from any disagreement with the Company on any matter, including relating to its operations, policies, or practices. The Company thanks Ms. von Storch for her distinguished service and leadership she has provided to the Board and the Company during her tenure.

In connection with Ms. von Storch’s notification, Robert Swartz, the Board’s current lead independent director and member of the Board’s Audit Committee, was appointed Chairman of the Audit Committee, effective June 27, 2022.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Press release dated June 28, 2022
104	Cover Page Interactive Data File (embedded within 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.

Dated: June 28, 2022

By: /s/ Luke E. Alverson
Name: Luke E. Alverson
Title: Senior Vice President, General Counsel & Secretary



CSW Industrials Names Anne Motsenbocker to Board of Directors, Maintaining Commitment to Diversity, Independence, and Experience

Dallas, Texas – June 28, 2022 – CSW Industrials, Inc. (the “Company”) (Nasdaq: CSWI) today announced that its Board of Directors has elected Anne Motsenbocker as an independent director. In her new role, Ms. Motsenbocker has also been appointed as a member of the Audit Committee and the Compensation and Talent Development Committee of the Company’s Board.

Ms. Motsenbocker brings extensive executive leadership experience and strong strategic and financial acumen to the Company’s Board, gained through serving in numerous executive leadership roles over a 36-year career with J.P. Morgan Chase, a global financial services firm. Prior to retiring from J.P. Morgan Chase in February 2021, Ms. Motsenbocker served as a Managing Director and senior leader of the southwest region of the Commercial Bank. During her tenure with the firm, she held roles of increasing responsibility, including serving as National Head of Multinational Corporations, Chairman of Dallas Market Leadership, President of Dallas Region Middle Market Banking, and Head of the Dallas Region of the Private Bank. Since January 2022, Ms. Motsenbocker has served as a board member of U.S. Physical Therapy, a leading operator of outpatient physical therapy clinics in the U.S., where she serves as a member of the Audit Committee.

Ms. Motsenbocker received her BBA from the University of Texas at Austin in 1984 with a concentration in Finance and International Business.

Joseph B. Armes, CSWI’s Chairman, Chief Executive Officer, and President said, “We are very pleased to welcome Anne to our Board. Anne’s executive and board leadership experience, as well as her extensive experience in advising multinational corporations in the development and implementation of strategies, managing risk, achieving operational excellence, and growing organically and inorganically positions her well to support the Company’s growth strategy and enhances our commitment to better serve our customers, shareholders, and employees.”

Robert M. Swartz, lead independent director of the Company’s Board of Directors and Chairman of the Audit Committee, added, “The diversity and strength of Anne’s background and experience will bring a valuable perspective to the Board. I look forward to the contributions she will make to the Company.”

On June 27, 2022, current Board member Debra von Storch notified the Company of her intent to not stand for re-election at the 2022 annual meeting of shareholders. Ms. von Storch’s

decision to not stand for re-election does not result from any disagreement with the Company on any matter. The Company thanks Ms. von Storch for her distinguished service and leadership she has provided to the Board and the Company during her tenure.

Following this notification, Mr. Swartz was elected Chairman of the Audit Committee, effective June 27, 2022.

For additional information regarding CSWI's corporate governance, please visit <https://cswindustrials.gcs-web.com/corporate-governance/overview>.

About CSW Industrials

CSW Industrials is a diversified industrial growth company with industry-leading operations in three segments: Contractor Solutions, Engineered Building Solutions, and Specialized Reliability Solutions. CSWI provides niche, value-added products with two essential commonalities: performance and reliability. The primary end markets we serve with our well-known brands include HVAC/R, plumbing, general industrial, architecturally-specified building products, energy, mining, and rail. For more information, please visit <https://cswindustrials.com/>.

Investor Relations

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