

---

---

**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): January 26, 2017**

---

**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: (972) 233-8242**

---

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))
- 
-

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

***Election of Director***

On January 26, 2017, CSW Industrials, Inc. (the “Company”) announced that Terry L. Johnston has been elected by the Company’s Board of Directors (the “Board”) as a new member of the Board, effective January 26, 2017. Mr. Johnston, 59, is currently the Executive Vice President and Chief Operating Officer of the Commercial Segment for Lennox International Inc., a leading international provider of heating and cooling systems and technologies for residential and commercial applications, a position he has held since January 2013. Prior to his current position, Mr. Johnston was Vice President and General Manager for Lennox Commercial’s equipment business, which position he had held since June 2007.

In connection with his election to the Board, Mr. Johnston has also been appointed as a member of the Audit, Compensation and Talent Development, and Nominating and Corporate Governance Committees of the Board. Pursuant to Article VII, Section 1 of the Company’s Certificate of Incorporation, Mr. Johnston is appointed to the class of directors whose term of office expires at the 2019 annual meeting of shareholders.

The Board has made an affirmative determination that Mr. Johnston qualifies as an independent director under Nasdaq rules and the Company’s standards for director independence. There is no arrangement or understanding between Mr. Johnston and any other person pursuant to which he was to be selected as a director. There have been no transactions directly or indirectly involving Mr. Johnston that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K under the Securities Exchange Act of 1934.

Mr. Johnston will be compensated for his 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 dated July 6, 2016, under the heading “Board of Directors Compensation”.

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

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Press release dated January 26, 2017

**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: January 26, 2017

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

---

**EXHIBIT INDEX**

Exhibit  
Number

Exhibit Description

99.1 Press release dated January 26, 2017



### **Terry L. Johnston named to CSW Industrials Board of Directors**

DALLAS, January 26, 2017 (GLOBE NEWSWIRE) — CSW Industrials, Inc. (the “Company”) (NASDAQ:CSWI), a diversified industrial growth company with well-established, scalable platforms and domain expertise across three segments: Industrial Products; Coatings, Sealants & Adhesives; and Specialty Chemicals, today announced that its Board of Directors has elected Terry L. Johnston as a director. With the addition of Mr. Johnston, the Company’s Board increases to seven members, six of whom are independent.

Mr. Johnston, age 59, currently serves as Executive Vice President and Chief Operating Officer of North America Commercial Heating and Cooling for Lennox International Inc., a leading international provider of heating and cooling systems and technologies for residential and commercial applications. Mr. Johnston has served in his current role since January 2013 and has held roles of increasing responsibility with Lennox International since joining in 2001, including serving as Vice President, Marketing and Product Management, LII Worldwide Heating & Cooling. Prior to his time with Lennox, Mr. Johnston spent 20 years with General Electric Company, serving primarily in marketing and commercial leadership roles.

Joseph B. Armes, CSW Industrials’ Chairman and Chief Executive Officer, said, “We are pleased to welcome Terry to the Board. His strong strategic, operational and commercial acumen, demonstrated by a long track record of improving both top and bottom line results, positions him well to contribute meaningfully to our growth strategy and manufacturing optimization initiatives. Additionally, we believe Terry’s deep knowledge of served industrial markets will further enhance the development and execution of our growth strategy as we seek to drive long term stockholder value.”

Robert M. Swartz, lead independent director of the Company’s Board of Directors and Chairman of its Nominating and Corporate Governance Committee, added, “Terry’s appointment to the Board, along with Kent Sweezey’s recently-announced appointment, fulfills the commitment we made last July to expand our Board of Directors with members possessing skills and expertise to assist in executing our strategic growth and capital allocation plans. Now with six independent directors, we believe the Board is well positioned to support the continued execution of our growth strategy.”

Mr. Johnston received a Bachelor of Science degree from the University of Arkansas.

#### **About CSW Industrials**

CSWI is a diversified industrial growth company with well-established, scalable platforms and domain expertise across three segments: Industrial Products; Coatings, Sealants & Adhesives; and Specialty Chemicals. CSWI’s broad portfolio of leading products provides performance optimizing solutions to its customers. CSWI’s products include mechanical products for heating, ventilation and air conditioning (“HVAC”) and refrigeration applications, coatings and sealants and high performance specialty lubricants. Markets that CSWI serves include HVAC, general industrial markets, rail car and locomotive, plumbing, commercial construction, oil and gas, mining, electrical, steel and transportation.



**Investor Contact:**

Michael Callahan

ICR, Inc.

Michael.Callahan@icrinc.com | 203-682-8311

**Media Contacts:**

Phil Denning or Jason Chudoba

ICR, Inc.

Phil.Denning@icrinc.com | 646-277-1258, Jason.Chudoba@icrinc.com | 646-277-1249