
**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

October 27, 2024

Date of Report (date of earliest event reported)

Valmont Industries, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

1-31429
(Commission File Number)

47-0351813
(I.R.S. Employer Identification No.)

15000 Valmont Plaza
Omaha NE
(Address of Principal Executive Offices)

68154
(Zip Code)

(402) 963-1000
Registrant's telephone number, including area code

(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 (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:

| <u>Title of each class</u> | <u>Trading Symbol(s)</u> | <u>Name of each exchange on which registered</u> |
|--------------------------------|--------------------------|--|
| Common Stock, \$1.00 par value | VMI | 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.

(d) On October 27, 2024, the board of directors of Valmont Industries, Inc. appointed Deborah Caplan to the board and to the Human Resource Committee of the board. The size of the company's board of directors was also increased to eleven members.

As a non-employee director, she receives a cash retainer of \$95,000 per annum. Non-employee directors also receive a grant of restricted stock units with a value of \$145,000. The equity grant is made annually on the date of and following completion of the company's annual shareholders' meeting. The restricted stock units vest on the first anniversary of the grant date (subject to deferral by the director). The total cash compensation and the grant date fair value of equity awards for a non-employee director may not exceed \$750,000 in a calendar year.

The company's press release announcing the appointment of Ms. Caplan is included with this Form 8-K as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | Press Release dated October 28, 2024 |
| 104 | Cover Page Interactive File (the cover page XBRL tags are embedded in 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.

Date: October 28, 2024

Valmont Industries, Inc.

By: /s/ TIMOTHY P. FRANCIS

Name: Timothy P. Francis

Title: Chief Accounting Officer

FOR IMMEDIATE RELEASE

Contact: Renee Campbell
Email: renee.campbell@valmont.com
Date: October 28, 2024

Valmont Announces Appointment of Deborah Caplan to its Board of Directors

OMAHA, Neb.-- Valmont® Industries, Inc. (NYSE: VMI), a global leader that provides vital infrastructure and advances agricultural productivity while driving innovation through technology, today is pleased to announce the appointment of Deborah Caplan to its Board of Directors. Ms. Caplan is a seasoned executive whose decades of experience helping organizations drive growth and improve innovation makes her a valuable addition to Valmont's board. This appointment brings the total number of board members to eleven and underscores the Company's ongoing commitment to strengthening its leadership team and enhancing its governance practices to better serve its stakeholders.



With an extensive career spanning nearly two decades at NextEra Energy, Ms. Caplan most recently served as Executive Vice President of Human Resources & Corporate Services until her retirement in April 2024. During her tenure, she led workforce initiatives for a \$170 billion market cap clean energy company, focusing on key areas such as talent acquisition and development, and employee engagement, health and well-being. Earlier in her career at NextEra, she held leadership positions at Florida Power & Light (FP&L) Co., including VP, Chief Operating Officer.

Prior to NextEra, Ms. Caplan held a number of senior leadership roles at General Electric Company, including Senior Vice President of Global Operations for Vendor Financial Services. She also held key leadership positions at GE Capital, as well as GE Aircraft Engines where she focused on manufacturing and project management, driving performance improvements that transformed business outcomes. Her international experience spans leadership roles where she championed Six Sigma methodologies, driving global operational initiatives and improvements to deliver measurable enhancements to business performance.

In addition to her executive experience, Ms. Caplan is a current director on the boards of Arthur J. Gallagher & Co. (NYSE: AJG) and Mid-America Apartment Communities, Inc.

“We are pleased to welcome Deb to our Board of Directors,” said Mogens C. Bay, Valmont Chairman of the Board. “She brings deep utility market expertise as well as talent development leadership, offering a perspective that will complement our board’s existing strengths. That insight and experience will be valuable to our strategic initiatives for market expansion, operational excellence and organizational development. We believe her contributions will drive long-term value for our shareholders and stakeholders.”

“I am truly honored to join Valmont’s Board of Directors as the company embarks on the next phase of its growth strategy,” said Ms. Caplan. “Valmont is regarded as a world-class organization with a strong commitment to workforce development, innovation, sustainability, and delivering value to stakeholders. I am excited to work with the Valmont Board and management team, and contribute my experience toward achieving the company’s strategic goals.”

Ms. Caplan holds a Bachelor of Science in aerospace engineering from the University of Michigan and a Master of Science in manufacturing engineering from Boston University. She is a certified Six Sigma Master Black Belt.

About Valmont Industries, Inc.

For nearly 80 years, Valmont has been a global leader in creating vital infrastructure and advancing agricultural productivity. Today, we remain committed to doing more with less by innovating through technology. Learn more about how we’re Conserving Resources. Improving Life.® at valmont.com.

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