

DONALDSON CO INC  
Form 8-K  
February 05, 2016

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

FORM 8-K

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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 4, 2016

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**DONALDSON COMPANY, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-7891**  
(Commission file number)

**41-0222640**  
(I.R.S. Employer  
Identification No.)

**1400 West 94th Street**  
**Minneapolis, MN 55431**  
(Address of principal executive offices) (Zip Code)

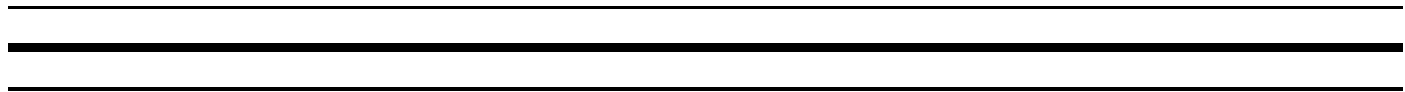
**(952) 887-3131**  
Registrant's telephone number, including area code

**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 (*see* General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- o 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.**

On February 4, 2016, James F. Shaw resigned as Vice President and Chief Finance Compliance Officer of Donaldson Company, Inc. (the "Company") and will remain an employee until February 12, 2016. In connection with Mr. Shaw's resignation, he has agreed not to solicit the Company's employees for two years and executed a customary release of claims, for which the Company has agreed to pay Mr. Shaw a lump sum of \$150,000, provide two months of medical benefits continuation, and provide outplacement assistance of \$15,000.

## **SIGNATURE**

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: February 4, 2016

**DONALDSON COMPANY, INC.**

By: /s/ Amy C. Becker  
Name: Amy C. Becker  
Title: Vice President, General  
Counsel and Secretary