

FRANKLIN ELECTRIC CO INC
Form 8-K
September 02, 2015

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): September 1, 2015

FRANKLIN ELECTRIC CO., INC.

(Exact name of registrant as specified in its charter)

| | | |
|--------------------------|--------------------------|-----------------------------------|
| Indiana | 0-362 | 35-0827455 |
| (State of incorporation) | (Commission File Number) | (IRS employer identification no.) |

| | |
|--|------------|
| 9255 Coverdale Road | |
| Fort Wayne, IN | 46809 |
| (Address of principal executive offices) | (Zip code) |

(260) 824-2900
(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))

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

On September 1, 2015, the Board of Directors (the “Board”) of Franklin Electric Co., Inc. (the “Company”) (i) increased the size of the Board to nine members, effective immediately, (ii) elected Ms. Renee Peterson, effective immediately, as a director and (iii) appointed Ms. Peterson as a member of the Board’s Audit Committee. The press release announcing Ms. Peterson’s election is attached hereto as Exhibit 99.1.

Ms. Peterson was not selected pursuant to any arrangement or understanding between her and any other person. There has been no transaction, or proposed transaction, since January 4, 2015, to which the Company was or is to be a party, and in which Ms. Peterson or any member of her immediate family had or is to have a direct or indirect material interest that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 5.03. Amendments to Articles of Incorporation or By-Laws; Change in Fiscal Year.

On September 1, 2015 the Board amended the Company’s Amended and Restated Bylaws (the “Bylaws”), with an effective date of September 1, 2015, by increasing the number of directors from eight to nine. As such, the first sentence of Article III, Section 3.1 of the Bylaws, as amended, will read as follows: “The Board of Directors shall consist of nine members.” The amendment to the Bylaws took effect immediately. A copy of the Bylaws, as amended, is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

| Exhibit Number | Description |
|----------------|--|
| 3.1 | Amended and Restated Bylaws of Franklin Electric Co., Inc. |
| 99.1 | Press release - "Franklin Electric Announces Renee Peterson Elected to be a Director of the Company" |

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.

FRANKLIN ELECTRIC CO., INC.
(Registrant)

Date: September 2, 2015

By /s/ John J. Haines
John J. Haines
Vice President and Chief Financial Officer and Secretary
(Principal Financial and Accounting Officer)

EXHIBIT INDEX

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