

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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) August 19, 2024 (August 19, 2024)

GIBRALTAR INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

000-22462
(Commission File Number)

16-1445150
(IRS Employer Identification No.)

3556 Lake Shore Road
P.O. Box 2028
Buffalo, New York 14219-0228
(Address of principal executive offices) (Zip Code)

(716) 826-6500
(Registrant's telephone number, including area code)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	ROCK	NASDAQ Stock Market

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

(c)

On August 19, 2024, Gibraltar Industries, Inc. (the "Company") announced that it has appointed Joseph A. Lovechio to serve as Vice President and Chief Financial Officer of the Company, effective August 19, 2024. Mr. Lovechio will succeed Timothy F. Murphy, who recently announced his plans to retire. Mr. Murphy will continue with Gibraltar through early 2025 and will oversee the onboarding and transition process for Mr. Lovechio while continuing to lead ongoing strategic initiatives.

Mr. Lovechio, 50, joins the Company following 20 years at Whirlpool Corporation, where he served as Chief Financial Officer, North America Region, since 2018. During his career at Whirlpool, he also served as Corporate Controller and Principal Accounting Officer, CFO EMEA Region, and Senior Finance Director of Investor Relations.

Mr. Lovechio has accepted a written offer letter from the Company establishing his compensation as the Company's Chief Financial Officer. Pursuant to the offer letter, Mr. Lovechio's initial compensation will consist of the following:

- an initial annual base salary of \$480,000;
- participation in the Company's annual Management Incentive Compensation Plan ("MICP") for 2024, on a pro rata basis based on his hire date, with a target annual bonus opportunity of 60% of base salary;
- participation in the Company's long term incentive plan programs, with target awards of 30% of base salary for time-based restricted stock units and 90% of base salary for performance stock units;
- participation in the Company's Management Stock Purchase Plan, a non-qualified deferred compensation program which provides for the issuance to participants of matching units based on the amount of base salary and MICP awards deferred;
- one-time awards, which include:
 - a cash incentive of \$150,000, payable in October 2024; and
 - an equity award with an approximate grant date value of \$250,000, granted in the form of restricted stock units, on or about his first day of employment, which shall be subject to the terms of the Company's Amended and Restated 2018 Equity Incentive Plan, vesting ratably over a three-year period;
- relocation benefits under the Company's relocation policy; and
- participation in all employee benefit plans and programs, including the Gibraltar Industries, Inc. Change in Control Executive Severance Plan and other executive-level plans and programs, to the extent that he meets the eligibility requirements for each.

There are no arrangements or understandings between Mr. Lovechio and any other persons pursuant to which he was selected as Vice President and Chief Financial Officer. There are also no family relationships between Mr. Lovechio and any director or executive officer of the Company and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

The Company's related press release is attached as [Exhibit 99.1](#) to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(a)-(c) Not Applicable

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Gibraltar Industries, Inc. on August 19, 2024
104	Cover Page Interactive Data File (embedded with 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.

GIBRALTAR INDUSTRIES, INC.

Date: August 19, 2024

By: /s/ Katherine E. Bolanowski
Katherine E. Bolanowski
General Counsel, Vice President and Secretary

GIBRALTAR INDUSTRIES APPOINTS JOSEPH A. LOVECHIO AS CHIEF FINANCIAL OFFICER

Experienced Public Company Finance Executive with Industrial Operations Acumen

Buffalo, New York, August 19, 2024 – Gibraltar Industries, Inc. (Nasdaq: ROCK), a leading manufacturer and provider of products and services for the residential, renewable energy, agtech and infrastructure markets, has announced the appointment of Joseph A. Lovechio as Chief Financial Officer, effective August 19, 2024. Mr. Lovechio, who was previously Chief Financial Officer, North America Region for Whirlpool Corporation, a kitchen and laundry appliance company with reported 2023 revenue of approximately \$19 billion, will succeed Timothy F. Murphy who recently announced his plans to retire. Mr. Murphy will continue with Gibraltar through early 2025 and will oversee the onboarding and transition process for Mr. Lovechio while continuing to lead ongoing strategic initiatives.

“We are excited to welcome Joe, who brings extensive operating experience and expertise across finance, strategy, M&A, operations, and investor communications, to our leadership team,” stated Bill Bosway, Chairman and Chief Executive Officer. “His financial acumen along with his experience in business leadership, change management and team building will be essential as we continue to transform Gibraltar and create value for all our stakeholders.”

“The Board and our entire organization join me in thanking Tim for his incredible contribution to Gibraltar’s growth and transformation over the past 20 years. His leadership and judgment have been critical to our success, and we are grateful to Tim for his commitment to overseeing and leading the transition to Joe. We wish Tim continued success as he moves into retirement next year and begins his next chapter.”

Mr. Lovechio, 50, joins Gibraltar following 20 years with Whirlpool, where he advanced through positions of increasing responsibility, most recently serving, since 2018, as CFO, North America Region, which is Whirlpool’s largest region. During his career at Whirlpool, he also served as Corporate Controller and Principal Accounting Officer, CFO EMEA Region, and Senior Finance Director of Investor Relations. Prior to Whirlpool, Mr. Lovechio held finance positions at public companies including CTS Corporation, Federal Mogul (since acquired by Apollo Global Management) and Ford Motor Company. He earned a BBA in Finance from the University of Notre Dame and an MBA, Finance and Accounting, from The University of Chicago Booth School of Business.

About Gibraltar

Gibraltar is a leading manufacturer and provider of products and services for the residential, renewable energy, agtech, and infrastructure markets. Gibraltar’s mission, to make life better for people and the planet, is fueled by advancing the disciplines of engineering, science, and technology. Gibraltar is innovating to reshape critical markets in comfortable living, sustainable power, and productive growing throughout North America. For more please visit www.gibraltar1.com.

Forward-Looking Statements

Certain information set forth in this news release, other than historical statements, contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 that are based, in whole or in part, on current expectations, estimates, forecasts, and projections about the Company’s business, and management’s beliefs about future operations, results, and financial position. These statements are not guarantees of future performance and are subject to a number of risk factors, uncertainties, and assumptions. Actual events, performance, or results could differ materially from the anticipated events, performance, or results expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially from current expectations include, among other things, the availability and pricing of our principal raw materials and component parts, supply chain challenges causing project delays and field operations inefficiencies and disruptions, the loss of any key customers, adverse effects of inflation, our ability to continue to improve operating margins, our ability to generate order flow and sales and increase backlog; our ability to translate our backlog into net sales, other general economic conditions and conditions in the particular markets in which we operate, changes in spending due to laws and government incentives, such as the Infrastructure Investment and Jobs Act, changes in customer demand and capital spending, competitive factors and pricing pressures, our ability to develop and launch new products in a cost-effective manner, our ability to realize synergies from newly acquired businesses, disruptions to IT systems, the impact of trade and regulation (including the latest Department of Commerce’s solar panel anti-circumvention investigation, the bifacial exemption revocation, the Auxin Solar challenge to the Presidential waiver of tariffs, deadline to install certain modules under the waiver, and the Uyghur Forced Labor Prevention Act (UFLPA)), rebates, credits and incentives and variations in government spending and our ability to derive expected benefits from restructuring, productivity initiatives, liquidity enhancing actions, and other cost reduction actions. Before making any investment decisions regarding our company, we strongly advise you to read the section entitled “Risk Factors” in our most recent annual report on Form 10-K which can be accessed under the “SEC Filings” link of the “Investor Info” page of our website at www.Gibraltar1.com. The Company undertakes no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable law or regulation.

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