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): May 31, 2023



KAMAN CORPORATION

(Exact name of registrant as specified in its charter)

Connecticut

001-35419

06-0613548 (IRS Employer Identification No.)

(State or Other Jurisdiction of Incorporation)

(Commission File Number) Connecticut

1332 Blue Hills Avenue, Bloomfield.

06002 (Zip Code)

(Address of principal executive offices)

(860) 243-7100

(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 simultar	neously satisfy the filing obligation of the registrant under an	ny of the following provisions (see General Instruction A.2. below):								
☐ Written communications pursuant to Rule 425 under the Securities A	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	er the Exchange Act (17 CFR 240.14d-2(b))									
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under	r the Exchange Act (17 CFR 240.13e-4(c))									
urities registered pursuant to Section 12(b) of the Act:										
Title of each class	Trading Symbol(s)	Name of each exchange on which registered								
Common Stock (\$1 per value per share) KAMN New York Stock Exchange LLC KAMN New York Stock Exchange LLC										

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 7.01 Regulation FD Disclosure.

From time to time, members of the Company's senior management present information about the Company to investors. A copy of an investor presentation dated May 31, 2023 is attached as Exhibit 99.1.

The information in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section and shall not be deemed incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 <u>Investor Presentation dated May 31, 2023</u>

104 Cover Page Interactive Data File - the cover page XBRL tags are embedded within 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.

KAMAN CORPORATION

/s/ James G. Coogan
James G. Coogan
Senior Vice President,
Chief Financial Officer and Treasurer

Date: May 31, 2023



CAUTIONARY STATEMENT

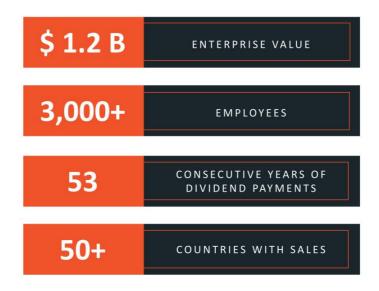
FORWARD LOOKING STATEMENTS

This presentation includes "forward looking statements" relating to the announced transactions and future operations of the Company, which can be identified by the use of words such as "will," "expect," "poise," "believe," "plans," "strategy," "prospects," "estimate," "project", "seek," "target," "anticipate," "intend," "future," "likely," "may," "should," "could," and other words of similar meaning in connection with a discussion of future operating or financial performance or events. Forward-looking statements also may be included in other publicly available documents issued by the Company and in oral statements made by our officers and representatives from time to time. These statements are based on assumptions currently believed to be valid but involve significant risks and uncertainties, many of which are beyond our control, which could cause our actual results to differ from those expressed in the forward looking statements. Such risks and uncertainties include, among others, the ability to implement the anticipated business plans following closing and achieve anticipated benefits and savings; and future and estimated revenues, earnings, cash flow, charges, cost savings and expenditures. Additional risks and uncertainties that could cause our actual results to differ from those expressed in the forward looking statements are identified in our reports filed with the SEC, including our Quarterly Reports on Form 10-Q, our Annual Reports on Form 10-K, and our Current Reports on Form 8-K. The forward looking statements included in this presentation are made only as of the date of this presentation, and the Company does not undertake any obligation to update the forward looking statements to reflect subsequent events or circumstances.

NON-GAAP FINANCIAL MEASURES

Management believes that the Non-GAAP financial measures (i.e. financial measures that are not computed in accordance with Generally Accepted Accounting Principles) used in this presentation or in other disclosures provide important perspectives into the Company's ongoing business performance. The Company does not intend for the information to be considered in isolation or as a substitute for the related GAAP measures. Other companies may define the measures differently. Reconciliations from GAAP measures to the Non-GAAP measures are presented at the end of the presentation.





OUR VISION

To propel our customers forward by imagining and delivering highly engineered solutions



KEY MESSAGES

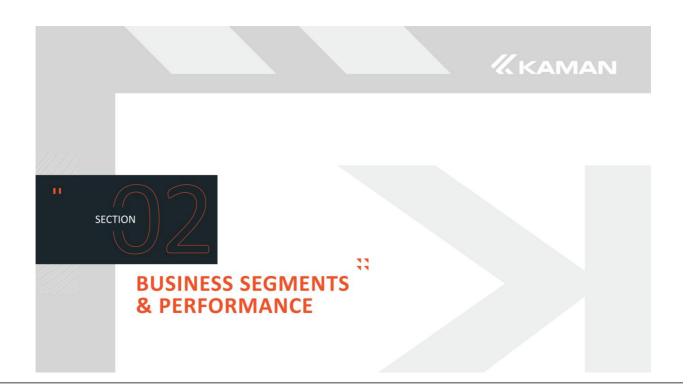
A FOCUS ON STRATEGIC INITIATIVES TO REDUCE VARIATION IN PERFORMANCE:

- Acquisition of Parker-Hannifin Aircraft Wheel & Brake to grow our engineered products portfolio
- · Consolidation of precision products facilities
- Discontinuation of K-MAX and K-MAX TITAN programs
- · Right size the total cost structure of the organization
- Utilize the Vermont facility turnaround as a blueprint to improve other Structure segment sites

KEY MESSAGES

FUTURE PERFORMANCE INDICATORS:

- Backlog of > \$730 M with organic backlog growth in Engineered Products year over year
- · Robust sales and order activity in medical, industrial, and commercial, business and general aviation markets
- U.S. Marine Corps Medium Unmanned Logistics Systems Air (MULS-A) program award for KARGO UAS
- Agreement with PHI Aviation LLC for promotion, sales and support of KARGO UAV and a non-binding MOU for 50 units



OUTLOOK & STRATEGY

OUTLOOK GROW IMPROVE TRANSFORM Grow Pivot to new technologies Strengthen MISSION organically and markets margin Adopt VT operating Win new business Develop new products model across segment Introduce new products Advance autonomous technologies Improve quality and Focus on execution STRATEGY on-time delivery Launch next generation Improve mix with higher fuzing systems aftermarket exposure

FULL-YEAR 2022 RESULTS

	ENGINEERED PRODUCTS	PRECISION PRODUCTS	STRUCTURES
NET SALES	\$377 M	\$185 M	\$126 M
OPERATING INCOME (LOSS)	\$58 M	\$18 M	\$(3) M
ADJUSTED EBITDA	\$91 M	\$21 M	\$0.5 M
ADJUSTED EBITDA MARGIN	24.2%	11.5%	0.4%

♦□ KAMAN.COM 10

ENGINEERED PRODUCTS

Providing a broad range of premier products for diverse end markets



ENGINEERED PRODUCTS

Q1 2023 FINANCIAL RESULTS

NET	OPERATING	ADJ.	ADJ. EBITDA
SALES	INCOME	EBITDA	MARGIN
\$123M	\$19.4M	\$30.1M	24.4%

Q1 KEY DRIVERS

- Contribution of sales and margin from Aircraft Wheel & Brake acquisition
- · Steady strength in commercial aerospace
- Sequential sales volume increase on springs, seals and contacts

QUARTERLY RESULTS



Execute on strong backlog, continue to expand margins and deliver solid results

ENGINEERED PRODUCTS

Aircraft Wheel & Brake

LEADING PORTFOLIO

· Trusted provider of mission critical wheel & brake technology products

ESTABLISHED & PREDICTABLE BUSINESS

- · Best-in-class margins and strong cash flow
- · Long-standing customer relationships with global reach
- Solutions integrated into 100+ platforms worldwide
- Installed base of ~450,000 aircraft globally serviced
- · Scalability for short-term and long-term growth
- · Customized proprietary designs protected by intellectual property
- · Experienced leadership team

Note: All data including but not limited to Revenue and EBITDA Margin is LTM December 31, 2021 as provided by Parker and has not been audited. See full presentation for acquisition published on May 23, 2022 at www.kaman.com/investors/investor-presentations



PRECISION PRODUCTS

Providing unmatched precision, versatility and efficiency

SAFE & ARM DE	VICES
Supporting U.S. & Allie	d Militaries
Joint Programmable Fuze	JASSM®
ATacMS®	MK54
AMRAAM®	SLAM-ER
Harpoon	Tomahawk

	MEMORY & MEASUREMENT
Supp	orting Mission & Flight Critical Applications
	Ruggedized avionics modules
	Advanced sensor technology
	Signal Conditioning electronics

	DIVERSE AERIAL SYSTEMS
Supp	orting Heavy & Medium Lift Applications
	SH-2G
	K-MAX® (aftermarket & training)
	KARGO UAV unmanned aerial system



PRECISION PRODUCTS

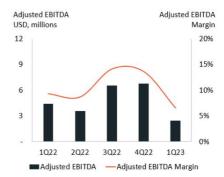
Q1 2023 FINANCIAL RESULTS

NET	OPERATING	ADJ.	ADJ. EBITDA
SALES	INCOME	EBITDA	MARGIN
\$38M	\$1.7M	\$2.5M	6.5%

Q1 KEY DRIVERS

- Lower sales and gross profit for JPF program
- R&D spend focused on future growth markets

QUARTERLY RESULTS



Pivot to new technologies and markets

PRECISION PRODUCTS

KARGO UAV – Unmanned Aerial System: Pursuing multiple opportunities with recent success in both Commercial and Defense



DEFENSE

- Down selected for MULS-A by US Marine Corps
- Funding provided for development of prototype
- Period of Performance 2023 2024



COMMERCIAL

- Partnered with PHI, leading global helicopter solutions provider
- Intent to purchase 50 units
- Co-develop commercial platform, sales and support model

Designed for easy transport and deployment Self-deploys with no payload up to 523 nautical miles Lifting capacity of 800 lbs Flight testing of

full-scale vehicle – 2023

STRUCTURES

Providing key structural components across critical end markets



STRUCTURES

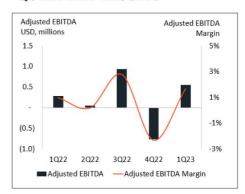
Q1 2023 FINANCIAL RESULTS

NET	OPERATING	ADJ.	ADJ. EBITDA
SALES	INCOME	EBITDA	MARGIN
\$33M	\$(0.2)M	\$0.6M	1.7%

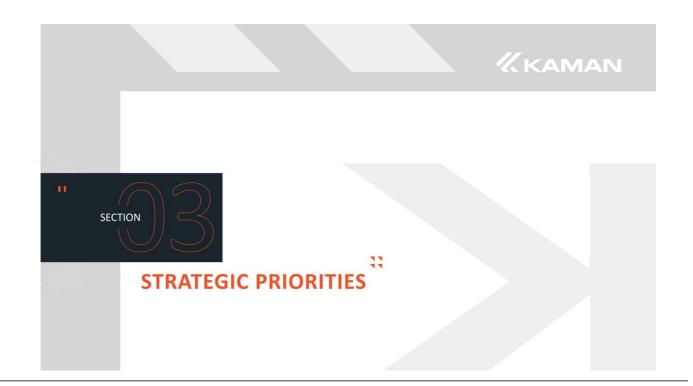
Q1 KEY DRIVERS

- Strong Vermont composite's business performance
- Higher sales and margins for composites programs, such as Rolls Royce
- Offset by lower sales and associated gross profit on UH-60 program

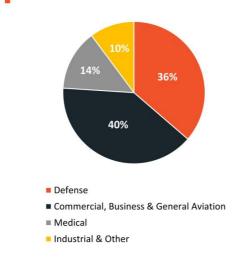
QUARTERLY RESULTS

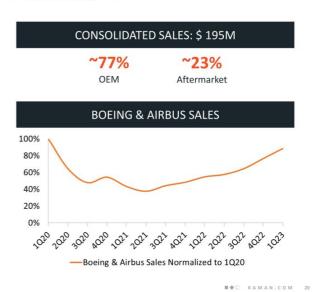


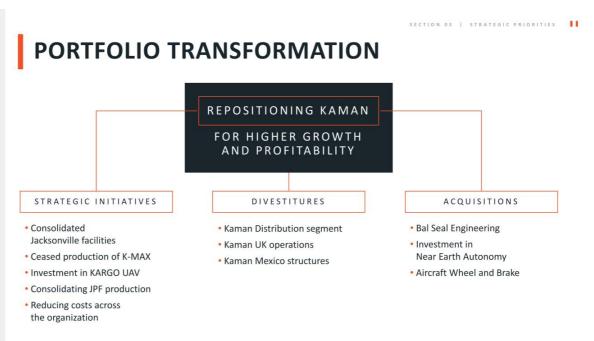
Deploy Vermont facility blueprint to drive improved quality and performance across segment



1Q 2023 SALES BY END MARKET







FOCUSED ON EXECUTION

GROWTH THROUGH INNOVATION

Accelerate internal investments in our products, facilities and people

DE-LEVERAGING & CAPITAL ALLOCATION

Paydown debt

Maintain a disciplined approach to shareholder returns

OPERATIONAL EXCELLENCE

Drive significantly improved operating and financial performance

Eliminate sources of variation





2023 MARKET OUTLOOK

PLATFORM / END MARKETS	2023 vs. 2022	FULL YEAR EXPECTATIONS
Defense	•	Improved performance in defense offerings and addition of Aircraft Wheel and Brake
Safe and Arm Devices	•	Lower JPF volume
Commercial, Business & General Aviation	_	Benefiting from strong order rates, improved performance and addition of Aircraft Wheel and Brake
Medical	_	Benefiting from strong order rates, improved performance and adoption of new technologies
Industrials	_	Benefiting from strong order rates, improved performance and expansion into new markets





Adjusted EBITDA and Adjusted EBITDA Margin - Adjusted EBITDA for the consolidated company results is defined as earnings from continuing operations before interest, taxes, other expense (income), net, depreciation and amortization and certain items that are not indicative of the operating performance of the Company for the periods presented. Adjusted EBITDA for the segments is defined as operating income before depreciation and amortization. Adjusted EBITDA margin is defined as Adjusted EBITDA as a percent of Net sales. Management believes Adjusted EBITDA and Adjusted EBITDA margin provide an additional perspective on the operating results of the organization and its earnings capacity and helps improve the comparability of our results between periods because they provide a view of our operations that excludes items that management believes are not reflective of operating performance, such as items traditionally removed from net earnings in the calculation of EBITDA as well as Other expense (inconet and certain items that are not indicative of the operating performance of the Company for the period presented. Adjusted EBITDA and Adjusted EBITDA margin are not presented as an alternative measure of operating performance, as determined in accordance with GAAP.

Adjusted Earnings from Continuing Operations and Adjusted Diluted Earnings Per Share - Adjusted earnings from continuing operations and adjusted diluted earnings per share are defined as GAAP "Earnings from continuing operations" and "Diluted" earnings per share", less items that are not indicative of the operating performance of the business for the periods presented. These items are included in the reconciliation below. Management uses adjusted earnings from continuing operations and adjusted diluted earnings per share to evaluate performance period over period, to analyze the underlying trends in our business and to assess its performance relative to its competitors. We believe that this information is useful for investors and financial institutions seeking to analyze and compare companies on the basis of operating performance.

Adjusted Free Cash Flow - Adjusted free cash flow is defined as GAAP "Net cash provided by (used in) operating activities from continuing operations" in a period less "Expenditures for property, plant & equipment" in the same period and any adjustments that are representative of the Company's cash generation or usage in the period. For 2021 we adjusted free cash flow to remove the cash payment made to Bal Seal employees under the retention plan established by the former owners of Bal Seal. Management believes free cash flow from continuing operations and adjusted free cash flow provides an important perspective on our ability to generate cash from our business operations and, as such, that it is an important financial measure for use in evaluating the Company's financial performance. Free cash flow and adjusted free cash flow should not be viewed as representing the residual cash flow available for discretionary expenditures such as dividends to shareholders or acquisitions, as it may exclude certain mandatory expenditures such as repayment of maturing debt and other contractual obligations. Management uses free cash flow and Adjusted free cash flow internally to assess overall liquidity.

EBITDA and EBITDA Margin – EBITDA and EBITDA margin for Aircraft Wheel and Brake represent unaudited financial information provided by Parker. EBITDA is defined as earnings before interest, taxes, net depreciation, EBITDA margin is defined as EBITDA as a percent of Net sale. EBITDA and EBITDA Margin are indicative of the operating performance of the Company for the periods presented. Management believes EBITDA and EBITDA margin provide an additional perspective on the operating results of the organization and its earnings capacity and helps improve the comparability of results between because they provide a view of operations that excludes items that management believes are not reflective of operating performance. EBITDA and EBITDA margin are not presented as an alternative measure of operating performance, as determined in accordance with GAAP.

Table 5. Adjusted EBITDA and Adjusted EBITDA Margin (unaudited)

Thousands of U.S. dollars				Three Mont	ths En	ded Decemb	er 31	, 2022		
		Consolidated		Engineered Products		Precision Products		Structures		p/Elims**
Net sales	\$	197,143	\$	113,972	\$	49,925	\$	33,246	\$	(4
Net (loss) earnings		(54,943)								
Interest expense, net		8,786								
Income tax expense (benefit)		(18,724)								
Non-service pension and post retirement benefit income		(5,145)								
Other expense (income), net		(2,100)								
Operating income (loss)	\$	(72,126)	\$	17,168	\$	6,016	\$	(1,624)	Ş	(93,686)
Depreciation and amortization		13,675		11,231		785		856		803
Goodwill impairment		25,306								25,306
Program assts impairment		53,677								53,677
Restructuring and severance costs		6,989		-		(-1		20		6,989
Cost associated with corporate development activities		1,167		170		170		-		1,167
Inventory step-up associated with acquisition		2,299		2,299		-		20		U
Other Adjustments	\$	103,113	\$	13,530	\$	785	\$	856	\$	87,942
Adjusted EBITDA	\$	30,987	\$	30,698	\$	6,801	\$	(768)	\$	(5,744)
Adjusted EBITDA margin		15.7%		26.9%		13.6%		(2.3)%		

^{**}Corp/Elims Operating income (loss) represents the Corporate office expenses and \$86.0 million of unallocated expenses that are shown on the Condensed Consolidated Statement of Earmings as their own line items.

Table 5. Adjusted EBITDA and Adjusted EBITDA Margin (unaudited)

Thousands of U.S. dollars	Three Months Ended March 31, 2023									
	Cor	nsolidated		gineered Products		recision roducts	Str	ructures	Cor	p/Elims**
Net sales	\$	194,542	\$	123,326	\$	37,971	\$	33,245	\$	-
Net earnings		(19)								
Interest expense, net		9,604								
Income tax expense (benefit)		(5)								
Non-service pension and post retirement benefit income		(381)								
Other expense (income), net		(571)							390	
Operating income (loss)	\$	8,628	\$	19,356	\$	1,674	\$	(237)	\$	(12,165)
Depreciation and amortization		13,154		10,763		812		794		785
Restructuring and severance costs		2,190		100)=		-		2,190
Integration and implementation costs		797		1.5						797
Other Adjustments	\$	16,141	\$	10,763	\$	812	\$	794	\$	3,772
Adjusted EBITDA	\$	24,769	\$	30,119	\$	2,486	\$	557	\$	(8,393)
Adjusted EBITDA margin		12.7%		24.4%	2.5	6.5%	391	1.7%		

**Corp/Elims Operating income (loss) represents the Corporate office expenses and \$2.2 million of unallocated expenses that are shown on the Condensed Consolidated Statement of Earnings as their own line items.

Table 8. Adjusted EBITDA and Adjusted EBITDA Margin (unaudited)

Thousands of U.S. dollars	Twelve Months Ended December 31, 2022										
		nsolidated	Engineered Products		Precision Products		Structures		Co	rp/Elims**	
Net sales	\$	687,961	\$	377,241	\$	185,023	\$	125,697	\$	-	
Net (loss) earnings		(46,226)									
Interest expense, net		16,874									
Income tax expense (benefit)		(16,732)									
Non-service pension and post retirement benefit income		(20,574)									
Other expense (income), net		315									
Operating income (loss)	\$	(66,343)	\$	57,833	\$	17,705	\$	(3,000)	\$	(138,881)	
Depreciation and amortization		40,712		30,461		3,663		3,519		3,069	
Goodwill impairment		25,306								25,306	
Program assts impairment		53,677								53,677	
Restructuring and severance costs		9,842		-				-		9,842	
Cost associated with corporate development activities		14,420		(4)		-		-		14,420	
Inventory step-up associated with acquisition		3,059		3,059		-		-		-	
Gain on sale of business		(457)			7.0					(457)	
Other Adjustments	\$	146,559	\$	33,520	\$	3,663	\$	3,519	\$	105,857	
Adjusted EBITDA	\$	80,216	\$	91,353	\$	21,368	\$	519	\$	(33,024)	
Adjusted FRITDA margin		11.7%		24 2%		11.5%		0.4%			

^{**}Corp/Elims Operating income (loss) represents the Corporate office expenses and \$88.5 million of unallocated expenses that are shown on the Condensed Consolidated Statement of Earnings as their own line items.

Table 10. Adjusted net earnings and Adjusted Diluted Earnings per Share (unaudited) Thousands of U.S. dollars (except share data)

rnousands of 0.5. dollars (except share data)															
	Three Months Ended				Year Ended										
	December 31, 2022			December 31, 2022				December 31, 2021							
	Pre-Tax	Tax	c-Effected	Dil	uted EPS	Pre-Tax	Tax	-Effected	Dilu	ited EPS	Pre-Tax	Tax	-Effected	Dilu	uted EPS
Net (loss) earnings	\$(73,667)	\$	(54,943)	\$	(1.96)	\$(62,958)	\$	(46,226)	\$	(1.65)	\$ 60,508	\$	43,676	\$	1.57
Adjustments:															
Goodwill impairment	25,306		18,874		0.67	25,306		18,580		0.66			-		-
Program assets impairment	53,677		40,034		1.43	53,677		39,410		1.41	-		14		~
Restructuring and severance costs	6,989		5,213		0.19	9,842		7,226		0.25	6,154		4,810		0.17
Costs associated with corporate development activities	1,167		870		0.03	14,420		10,587		0.38	1,198		941		0.04
Inventory step-up associated with acquisition	2,299		1,715		0.06	3,059		2,246		0.08			-		-
Costs from transition services agreement			-		-	-		-		-	1,728		1,370		0.05
Income from transition services agreement	12		101		-	12		20		121	(931)		(739)		(0.03)
Tax benefit on sale of UK operations			-		-					-	287		287		0.01
(Gain) loss on sale of business	G		-		-2	(457)		(336)		(0.01)	234		234		0.01
Tax-related items								-		100	3,131		3,131		0.11
Adjustments	\$ 89,438	\$	66,706	\$	2.38	\$105,847	\$	77,713	\$	2.77	\$ 11,801	\$	10,034	\$	0.36
Adjusted net earnings	\$ 15,771	\$	11,763	\$	0.42	\$ 42,889	\$	31,487	\$	1.12	\$ 72,309	\$	53,710	\$	1.93
Diluted weighted average shares outstanding					28 051					28 011					27 891

Twelve Months

NON-GAAP RECONCILIATIONS

Table 9. Free Cash Flow (unaudited)

Three Months Ended Thousands of U.S. dollars

Net cash provided by (used in) operating activities Expenditures for property, plant & equipment Free cash flow

	Ended									
July 1, 2022		September 30, 2022		Dec	ember 31, 2022	Mar	ch 31, 2023	March 31, 2023		
\$	(25,937)	\$	(6,746)	\$	54,669	\$	(5,453)	\$	16,533	
	(3,643)		(7,106)		(6,063)		(5,948)		(22,760)	
\$	(29,580)	\$	(13,852)	\$	48,606	\$	(11,401)	\$	(6,227)	

Twelve Months

NON-GAAP RECONCILIATIONS

Table 11. Free Cash Flow (unaudited)

Net cash provided by (used in) operating activities Expenditures for property, plant & equipment

	Three Months Ended								
Арі	ril 1, 2022	Ju	ly 1, 2022	Sep	tember 30, 2022	Dec	ember 31, 2022	Dec	cember 31, 2022
\$	(1,017) (6,877)	\$	(25,937)	\$	(6,746) (7,106)	\$	54,669 (6,063)	\$	20,969 (23,689)
\$	(7,894)	\$	(29,580)	\$	(13,852)	\$	48,606	\$	(2,720)