

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): April 20, 2022



**KAMAN CORPORATION**

(Exact name of registrant as specified in its charter)

|  |  |  |
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| <b>Connecticut</b><br>(State or Other Jurisdiction of Incorporation)                               | <b>001-35419</b><br>(Commission File Number)                           | <b>06-0613548</b><br>(IRS Employer Identification No.) |
| <b>1332 Blue Hills Avenue, Bloomfield, Connecticut</b><br>(Address of principal executive offices) | <b>06002</b><br>(Zip Code)   |  |
|  | (860) 243-7100<br>(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):

- ☐ 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(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common Stock (\$1 par value per share) | 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 5.07 Submission of Matters to a Vote of Security Holders.**

The 2022 Annual Meeting of Shareholders (the “Annual Meeting”) of Kaman Corporation (the “Company”) was held on April 20, 2022. Of the 27,880,817 shares of Company common stock outstanding and entitled to vote at the Annual Meeting, 24,147,478 shares, or approximately 86.6%, were represented in person or by proxy, constituting a quorum. Set forth below are the final results of the voting for each of the proposals voted upon at the Annual Meeting.

**1. Proposal No. 1 - Election of Directors**

The following seven persons were elected to serve as directors by the votes set forth below, each to serve for a term of one year and until his or her successor has been elected and qualified:

| <b>Nominee</b>         | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------------------|------------|----------------|----------------|-------------------------|
| Aisha M. Barry         | 22,629,877 | 148,894        | 9,443          | 1,359,264               |
| E. Reeves Callaway III | 22,270,865 | 502,175        | 15,174         | 1,359,264               |
| A. William Higgins     | 22,186,280 | 590,089        | 11,845         | 1,359,264               |
| Scott E. Kuechle       | 22,581,102 | 191,301        | 15,811         | 1,359,264               |
| Michelle J. Lohmeier   | 22,675,434 | 101,812        | 10,968         | 1,359,264               |
| Jennifer M. Pollino    | 22,426,302 | 349,969        | 11,943         | 1,359,264               |
| Ian K. Walsh           | 22,144,992 | 630,696        | 12,526         | 1,359,264               |

Following the Annual Meeting, the Company’s Board of Directors (the “Board”) has seven directors. George E. Minnich did not stand for re-election at the Annual Meeting in accordance with the Company’s mandatory retirement policy, with his term ending effective as of the Annual Meeting.

**2. Proposal No. 2 - Approval, on an Advisory Basis, of the Compensation of the Company’s Named Executive Officers**

The proposal to approve, on an advisory basis, the compensation of the Company’s named executive officers was approved by the following vote:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 22,247,894 | 505,081        | 35,239         | 1,359,264               |

**3. Proposal No. 3 - Ratification of Appointment of PricewaterhouseCoopers LLP**

The proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent public accounting firm for the year ending December 31, 2022 was approved by the following vote:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 23,975,373 | 155,095        | 17,010         | 0                       |

**4. Proposal No. 4 - Approval, on an Advisory Basis, of a Shareholder Proposal Seeking to Provide for an Independent Chair**

The proposal to approve, on an advisory basis, a shareholder proposal seeking to provide for an independent chair was not approved by the following vote:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 3,483,994  | 19,265,416     | 38,804         | 1,359,264               |

## 8.01 Other Events.

At the annual reorganizational meeting of the Board held on April 20, 2022 in conjunction with the Annual Meeting, the Board appointed Jennifer M. Pollino to serve as the Company's Lead Independent Director. The Board also approved the following Committee appointments for the coming year:

### Corporate Governance Committee:

J.M. Pollino, Chair and Lead Independent Director  
S.E. Kuechle, A.W. Higgins, M.J. Lohmeier

### Audit Committee:

S.E. Kuechle, Chair  
A.M. Barry, M.J. Lohmeier

### Compensation Committee:

J.M. Pollino, Chair  
A.M. Barry, E.R. Callaway, A.W. Higgins

### Finance Committee:

M.J. Lohmeier, Chair  
E.R. Callaway, A.W. Higgins, S.E. Kuechle

## Item 9.01. Financial Statements and Exhibits.

### (d) Exhibits

The following exhibits are filed as part of this report:

| <u>Exhibit</u> | <u>Description</u>  |
|----------------|---|
| 104            | Cover Page Interactive Data File, formatted in iXBRL and contained in Exhibit 101 |

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## 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

By: /s/ James G. Coogan  
James G. Coogan  
Senior Vice President and Chief Financial Officer

Date: April 21, 2022