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): **June 10, 2026**

# CATERPILLAR INC.

(Exact name of registrant as specified in its charter)

| **Delaware** | **1-768** | **37-0602744** |
|---|---|---|
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S Employer Identification No.) |

| **5025 N. O'Connor Boulevard Suite 100, Irving, Texas** | **75039** |
|---|---|
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: **(972) 891-7700**

Former name or former address, if changed since last report: **N/A**

☐ 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 which registered |
|---|---|---|
| Common Stock ($1.00 par value) | CAT | The New York Stock Exchange |
| 5.3% Debentures due September 15, 2035 | CAT35 | The New York Stock Exchange |

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:

Indicate by check mark whether the registrant is an emerging growth company as defined by Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §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**

On June 10, 2026, Caterpillar Inc. (the "Company") held a virtual 2026 Annual Shareholders Meeting (the "Annual Meeting"). Set forth below are the voting results for each of the matters submitted to a vote of the Company's shareholders at the Annual Meeting.

***Proposal 1 - Company Proposal - Election of Directors***

All nominees for election to the Company's Board of Directors named in the Proxy Statement were elected, each to a one-year term, with the following vote:

| Director | For | Against | Abstain | Broker Non-Votes |
|---|---|---|---|---|
| Joseph E. Creed | 313,113,033 | 11,832,714 | 507,603 | 68,032,649 |
| James C. Fish, Jr. | 308,288,837 | 16,538,220 | 626,293 | 68,032,649 |
| Lynn J. Good | 323,118,292 | 1,773,531 | 561,527 | 68,032,649 |
| Gerald Johnson | 320,479,013 | 4,353,437 | 620,900 | 68,032,649 |
| Nazzic S. Keene | 321,589,855 | 3,001,338 | 862,157 | 68,032,649 |
| David W. MacLennan | 316,380,421 | 8,437,215 | 635,714 | 68,032,649 |
| Judith F. Marks | 320,418,944 | 4,488,540 | 545,866 | 68,032,649 |
| Debra L. Reed-Klages | 316,254,559 | 8,655,657 | 543,134 | 68,032,649 |
| Susan C. Schwab | 315,235,222 | 9,709,139 | 508,989 | 68,032,649 |
| Rayford Wilkins, Jr. | 315,044,827 | 9,550,171 | 858,352 | 68,032,649 |

***Proposal 2 - Company Proposal - Ratification of Independent Registered Public Accounting Firm***

The proposal requesting ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2026 was approved with the following vote:

| For | Against | Abstain |
|---|---|---|
| 372,882,425 | 19,911,190 | 692,384 |

***Proposal 3 - Company Proposal - Advisory Vote to Approve Executive Compensation***

The proposal requesting that the shareholders of the Company approve executive compensation, on an advisory basis, was approved with the following vote:

| For | Against | Abstain | Broker Non-Votes |
|---|---|---|---|
| 307,919,503 | 15,792,946 | 1,740,901 | 68,032,649 |

***Proposal 4 - Shareholder Proposal - Shareholder Right to Act by Written Consent***

The proposal requesting that the Board of Directors amend the Company's governing documents to permit shareholder action by written consent was not approved based on the following vote:

| For | Against | Abstain | Broker Non-Votes |
|---|---|---|---|
| 127,707,438 | 195,268,191 | 2,477,721 | 68,032,649 |

**Item 7.01 Regulation FD Disclosure**

On June 10, 2026, the Board of Directors declared a quarterly cash dividend of one dollar and sixty-three cents ($1.63) per share of Company common stock, payable on August 19, 2026 to shareholders of record at the close of business on July 20, 2026. The per share dividend of $1.63 is an increase of twelve cents from the previous quarterly dividend of $1.51 per share. On the same date, the Company issued a press release announcing the dividend increase, a copy of which is attached hereto as Exhibit 99.1.

The information in this Current Report on Form 8-K, including Exhibit 99.1 is being furnished in accordance with the provisions of General Instructions B.2 of Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

***(d) Exhibits.***

| Exhibit Number | Description |
|---|---|
| 99.1 | Caterpillar Inc. press release dated June 10, 2026 |
| 104 | The cover page from this Current Report on Form 8-K, formatted in Inline XBRL |

**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.

**CATERPILLAR INC.**

June 11, 2026

By: */s/ Derek Owens*
Derek Owens
Chief Legal Officer and General Counsel

**Exhibit 99.1**

CATERPILLAR®

NEWS

**FOR IMMEDIATE RELEASE**

**Caterpillar Inc. Increases Dividend**

IRVING, Texas, June 10, 2026 – The Board of Directors of Caterpillar Inc. (NYSE: CAT) voted today to raise the quarterly dividend by 12 cents, an eight percent increase, to one dollar and sixty-three cents ($1.63) per share of common stock payable Aug. 19, 2026, to shareholders of record at the close of business July 20, 2026. Caterpillar expects to continue to return substantially all Machinery, Power & Energy (MP&E) free cash flow to shareholders over time through dividends and share repurchases.

“Our results reflect the execution of our enterprise strategy, combining world-class equipment with advanced technology to solve our customers’ toughest challenges,” said Caterpillar Chairman and CEO Joe Creed. “That’s driving profitable growth, strong MP&E free cash flow and a dividend increase that maintains our place on the S&P 500 Dividend Aristocrats Index.”

Caterpillar has paid a cash dividend every year since the company was formed and has paid a quarterly dividend since 1933. Caterpillar has paid higher annual dividends to shareholders for 32 consecutive years and is recognized as a member of the S&P 500 Dividend Aristocrats Index.

**Caterpillar Contact:** Tiffany Heikkila, tiffany.heikkila@cat.com, 832-573.0958

**About Caterpillar**

For more than a century, Caterpillar has built a better, more sustainable world. With 2025 sales and revenues of $67.6 billion, Caterpillar Inc. is shaping the future as the world’s leading manufacturer of construction and mining equipment, off-highway diesel and natural gas engines, industrial gas turbines and diesel-electric locomotives. Backed by one of the largest independent global dealer networks and financing services through Cat Financial, the company’s primary business segments: Power & Energy, Construction Industries and Resource Industries are solving customers’ toughest challenges through commercial excellence and advanced technology, driven by a highly skilled, dedicated global team. Learn more at www.caterpillar.com.

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