
**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): January 28, 2026

DONALDSON COMPANY, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State of
Incorporation)

1-7891
(Commission
file number)

41-0222640
(I.R.S. Employer
Identification Number)

**1400 West 94th Street
Minneapolis, MN 55431**
(Address of principal executive offices)

(952) 887-3131
(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 communication 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, \$5.00 par value	DCI	New York Stock Exchange

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.

On January 29, 2026, Donaldson Company, Inc. (the “Company”) announced the appointment of Richard B. Lewis as the Company’s President and Chief Executive Officer, effective March 2, 2026. Mr. Lewis was also appointed to the Board of Directors, effective March 2, 2026. Mr. Lewis succeeds Tod E. Carpenter who, on January 28, 2026, gave notice of his retirement as President and Chief Executive Officer, effective at the end of the day on March 1, 2026. Mr. Carpenter will continue as Executive Chairman of the Board to facilitate a smooth transition.

Mr. Lewis, age 54, currently serves as the Company’s Chief Operating Officer, a position he has held since August 1, 2025. Mr. Lewis joined the Company in 2002 and has held various positions, including President, Life Sciences; President, Mobile Solutions; Plant Manager; Director of Operations; General Manager, Liquid Filtration; General Manager, Operations; Vice President, Global Operations; and Senior Vice President, Global Operations.

In connection with his promotion to President and Chief Executive Officer, the Human Resources Committee of the Board approved an increase in his annual base salary to \$1,088,000 and an increase to his annual cash incentive target as a percent of base salary to 110%, for the remainder of fiscal 2026. Mr. Lewis will also receive incremental equity awards with an aggregate grant date fair value equal to \$942,500 (representing a pro-rated value of an annual award valued at \$4,426,000 less the grant date of fair value of equity awards previously granted to Mr. Lewis for fiscal 2026), delivered 50% in the form of a performance stock unit for the 2026-2028 performance period and 50% in the form of a non-qualified stock option.

Mr. Carpenter’s annual base salary for the remainder of 2026 was reduced, effective March 2, 2026, to \$880,000 for his continued service as Executive Chairman of the Board. His annual cash incentive target will remain 120% of his new annual base salary.

Item 7.01 Regulation FD Disclosure.

A copy of the press release announcing the CEO succession is being furnished herewith as Exhibit 99.1.

The information in the Exhibit attached hereto shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed to be incorporated by reference in any filing under 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 [Press Release, dated January 29, 2026, announcing CEO succession.](#)

104 Cover page interactive data file (formatted as 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.

DONALDSON COMPANY, INC.

Date: January 29, 2026

By: /s/ Amy C. Becker

Amy C. Becker

Chief Legal Officer and Corporate Secretary

**For more information, contact:**

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**Donaldson Elects Chief Operating Officer Richard Lewis to Succeed
Tod Carpenter as President and CEO as Part of Planned Succession**

MINNEAPOLIS (January 29, 2026) — Donaldson Company, Inc. (NYSE: DCI) (Donaldson or the Company), a global leader in technology-led filtration products and solutions, announced that the Company's board of directors has elected chief operating officer Richard Lewis as president and chief executive officer, effective March 2, 2026. Lewis will succeed Tod Carpenter, who will transition to executive chairman after a career spanning 30 years at the Company, including the past 11 years as president and chief executive officer. Lewis will also join the Company's Board.

"On behalf of the Board, we extend our sincere appreciation to Tod for his exceptional leadership and decades of service," said Christopher Hilger, Lead Independent Director. "Under Tod's leadership, the Company significantly expanded revenue and profit, strengthened its operating model, and created long-term shareholder value by fostering a strong, principled culture. With Rich's deep understanding of Donaldson's businesses and operations, the Board is confident the Company will continue to execute well and build on its long track record of success."

Carpenter said, "Elevating Rich to the president and CEO role reflects our long-term succession planning process and comes at a time when Donaldson is in a strong position thanks to the talent, dedication, and discipline of our global team. Throughout his time with the Company, Rich has played an integral role in shaping and executing our strategy, and I am confident in his ability to lead Donaldson into its next phase of growth and value creation."

Lewis said, "I am excited about the opportunities in front of us. We have a strong leadership team, a clear strategy, and a culture deeply committed to our customers and operational excellence. I look forward to building on the momentum established under Tod's leadership and continuing to deliver value for our employees, customers and shareholders."

Lewis joined Donaldson in 2002 and became chief operating officer in August 2025. He has held a broad range of senior leadership roles across the Company, including overseeing global operations as senior vice president and serving as president of the Mobile Solutions and Life Sciences businesses.

About Donaldson Company, Inc.

Founded in 1915, Donaldson (NYSE: DCI) is a global leader in technology-led filtration products and solutions, serving a broad range of industries and advanced markets. Diverse, skilled employees at over 150 locations on six continents partner with customers – from small business owners to R&D organizations and the world's biggest OEM brands. Donaldson solves complex filtration challenges through three primary segments: Mobile Solutions, Industrial Solutions and Life Sciences. Additional information is available at www.Donaldson.com.