
**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): August 29, 2021

The Sherwin-Williams Company

(Exact Name of Registrant as Specified in Charter)

Ohio
(State or Other Jurisdiction
of Incorporation)

1-04851
(Commission
File Number)

34-0526850
(IRS Employer
Identification No.)

101 West Prospect Avenue
Cleveland, Ohio
(Address of Principal Executive Offices)

44115
(Zip Code)

(216) 566-2000
(Registrant's telephone number, including area code)

N/A
(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 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, par value \$0.33-1/3 per share	SHW	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 August 29, 2021, the Board of Directors (the “Board”) of The Sherwin-Williams Company (“Sherwin-Williams”) increased the size of the Board from ten to eleven members and elected Marta R. Stewart to fill the resulting vacancy, effective immediately. In addition, Ms. Stewart was appointed to the Audit Committee of the Board. Ms. Stewart, 63, served as Executive Vice President and Chief Financial Officer of Norfolk Southern Corporation from November 2013 until her retirement in August 2017. A copy of Sherwin-Williams’ press release announcing Ms. Stewart’s election is attached hereto as Exhibit 99 and incorporated herein by reference.

The Board has determined that Ms. Stewart is independent under the New York Stock Exchange listing standards and Sherwin-Williams’ Director Independence Standards. There was no arrangement or understanding between Ms. Stewart and any other persons pursuant to which Ms. Stewart was selected as a director, and there are no related party transactions involving Ms. Stewart that are reportable under Item 404(a) of Regulation S-K.

On August 29, 2021, Ms. Stewart received a grant of 575 restricted stock units under The Sherwin-Williams Company 2006 Stock Plan for Nonemployee Directors (Amended and Restated as of April 20, 2016). The restricted stock units will vest in annual increments of one-third of the units granted over a period of three years. Ms. Stewart will participate in Sherwin-Williams’ standard director compensation program for nonemployee directors, which is described on pages 24-25 of Sherwin-Williams’ Proxy Statement for its Annual Meeting of Shareholders held on April 21, 2021.

Item 9.01. **Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibits are filed with this Current Report on Form 8-K:

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99	Press Release of The Sherwin-Williams Company, dated August 30, 2021.
104	Cover Page Interactive Data File (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.

August 30, 2021

THE SHERWIN-WILLIAMS COMPANY

By: /s/ Stephen J. Perisutti
Stephen J. Perisutti
Vice President, Deputy General Counsel and Assistant Secretary



NEWS

The Sherwin-Williams Company • 101 W. Prospect Avenue • Cleveland, Ohio 44115 • (216) 566-2000

The Sherwin-Williams Company Elects New Director



Marta R. Stewart, Former Executive Vice President and Chief Financial Officer of Norfolk Southern Corporation, joins the Board

CLEVELAND, August 30, 2021 – The Sherwin-Williams Company (NYSE: SHW) announced that the Board of Directors elected Marta R. Stewart to the Board, effective yesterday. Ms. Stewart also was appointed to the Audit Committee of the Board. Sherwin-Williams’ Board now consists of eleven members, including ten independent directors.

Ms. Stewart, 63, served in various key leadership positions during a 33 year career at Norfolk Southern Corporation before retiring as Executive Vice President and Chief Financial Officer in August 2017. Norfolk Southern is one of the nation’s premier transportation companies and a major transporter of industrial products, forest and consumer products, chemicals, and metals and construction materials.

“We are pleased to welcome Marta to our Board of Directors,” said John G. Morikis, Chairman, President and Chief Executive Officer of Sherwin-Williams. “Through her over three decades of service with Norfolk Southern, she gained significant financial expertise and extensive financial and strategic leadership experience with a premier transportation and distribution company. We look forward to Marta’s engagement and unique perspective, as well as the benefits of her contributions to our Board, employees, customers, shareholders and other stakeholders.”

Ms. Stewart began her career at Peat Marwick (a predecessor to KPMG International Limited) before joining Norfolk Southern as an accountant in 1983. During her long tenure at Norfolk Southern, Ms. Stewart held a variety of accounting and finance positions of increasing responsibility, including Executive Vice President and Chief Financial Officer from November 2013 until her retirement in August 2017, Vice President and Treasurer from April 2009 to November 2013, and Vice President, Controller and Principal Accounting Officer from December 2003 to April 2009. She was instrumental in developing Norfolk Southern’s accounting systems and controls, driving shareholder value and designing the company’s strategic plan.

Ms. Stewart immigrated to the United States from Cuba in 1961 and received a Bachelor of Business Administration degree in accounting from The College of William and Mary. Ms. Stewart is also a director of Simon Property Group, Inc.

About The Sherwin-Williams Company

Founded in 1866, The Sherwin-Williams Company is a global leader in the manufacture, development, distribution, and sale of paint, coatings and related products to professional, industrial, commercial, and retail customers. The Company manufactures products under well-known brands such as Sherwin-Williams®, Valspar®, HGTV HOME® by Sherwin-Williams, Dutch Boy®, Krylon®, Minwax®, Thompson's® Water Seal®, Cabot® and many more. With global headquarters in Cleveland, Ohio, Sherwin-Williams® branded products are sold exclusively through a chain of more than 5,000 Company-operated stores and facilities, while the Company's other brands are sold through leading mass merchandisers, home centers, independent paint dealers, hardware stores, automotive retailers, and industrial distributors. The Sherwin-Williams Performance Coatings Group supplies a broad range of highly-engineered solutions for the construction, industrial, packaging and transportation markets in more than 120 countries around the world. Sherwin-Williams shares are traded on the New York Stock Exchange (symbol: SHW). For more information, visit www.sherwin.com.

Investor Relations Contacts:

Jim Jaye
Senior Vice President, Investor Relations & Corporate Communications
Sherwin-Williams
Direct: 216.515.8682
Investor.Relations@sherwin.com

Eric Swanson
Vice President, Investor Relations
Sherwin-Williams
Direct: 216.566.2766
Investor.Relations@sherwin.com

Media Contact:

Julie Young
Vice President, Global Corporate Communications
Sherwin-Williams
Direct: 216.515.8849
corporatemediasherwin.com