

**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**

August 9, 2022  
Date of Report (date of earliest event reported)

**APPLIED INDUSTRIAL TECHNOLOGIES, INC.**  
**(Exact name of registrant as specified in its charter)**

<b>Ohio</b> (State or other jurisdiction of incorporation or organization)	<b>1-2299</b> (Commission File Number)	<b>34-0117420</b> (I.R.S. Employer Identification No.)
<b>One Applied Plaza</b> (Address of Principal Executive Offices)	<b>Cleveland Ohio</b>	<b>44115</b> (Zip Code)

**(216) 426-4000**  
Registrant's telephone number, including area code

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, without par value	AIT	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 9, 2022, Shelly M. Chadwick was elected to the Board of Directors of Applied Industrial Technologies, Inc. (“Applied”). Applied issued the press release attached as Exhibit 99.1 announcing the election.

She has not been appointed yet to a Board committee.

Ms. Chadwick, age 50, was elected for a term expiring in October 2024. Since November 2020, she has served as Vice President, Finance and Chief Financial Officer for Materion Corporation (NYSE: MTRN), a global high-tech solutions provider of performance alloys, advanced materials, and precision optics. From 2016 to November 2020, she was Vice President, Finance and Chief Accounting Officer of The Timken Company (NYSE: TKR), a world leader in manufacturing engineered bearings and power transmission products.

As a director, Ms. Chadwick will receive the same compensation for her service as a director and committee member paid to all other non-employee directors, which compensation is described under the subheading “Components of Compensation Program” on pages 17 and 18 of Applied's proxy statement relating to its Annual Shareholder Meeting held on October 26, 2021, which was filed with the U.S. Securities and Exchange Commission on September 10, 2021. Since the filing of that proxy statement, the Board modified the compensation program to adjust the cash retainers (shown below in annualized amounts), effective January 1, 2022, as follows:

<b>Position</b>	<b>Annualized Retainer (\$) (1)</b>
<b>Each Non-Employee Director</b>	100,000
<b>Board Chairman</b>	Additional 80,000
<b>Audit Committee Chair</b>	Additional 20,000
<b>Corporate Governance &amp; Sustainability Committee Chair</b>	None (2)
<b>Executive Org. &amp; Comp. Committee Chair</b>	Additional 15,000

(1) Retainers are earned on a quarterly basis.

(2) The Board discontinued the Corporate Governance & Sustainability Committee chair retainer in 2019 when the committee roster was reconstituted to include all the independent directors, with the Board Chairman serving as committee chair.

The description of non-employee director compensation in the proxy statement under the subheading “Components of Compensation Program”, as so modified, is incorporated herein by reference.

There are no relationships or related person transactions involving Ms. Chadwick that would be required to be disclosed in accordance with Item 404 of Regulation S-K.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

Exhibit 99.1 - Press release of Applied Industrial Technologies, Inc. dated August 11, 2022.

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SIGNATURE

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, thereunto duly authorized.

APPLIED INDUSTRIAL TECHNOLOGIES, INC.  
(Registrant)

By: /s/ Fred D. Bauer  
Fred D. Bauer, Vice President-General Counsel & Secretary

Date: August 11, 2022

EXHIBIT INDEX

Exhibit No.   Description

99.1   [The following exhibit is furnished with this Report on Form 8-K: Press release of Applied Industrial Technologies, Inc. dated August 11, 2022.](#)



## News Release

For Immediate Release

### **Applied Industrial Technologies Elects New Board Member**

**CLEVELAND, OH (August 11, 2022)** – Applied Industrial Technologies (NYSE: AIT) today announced that Shelly M. Chadwick, Vice President, Finance and Chief Financial Officer of Materion Corporation (NYSE: MTRN), has been elected to its Board of Directors.

“We are very pleased to announce the addition of Shelly as a new independent director to the Applied board,” said Peter C. Wallace, the Company’s Chairman. “Her successful track record encompasses more than 20 years of driving strong financial and operational results, including leading transformational projects.”

Neil A. Schrimsher, President & Chief Executive Officer, added, “Shelly joins us at an exciting time for the Company, as we near our centennial celebration and continue to execute our profitable growth strategies for enhanced value to all stakeholders. We look forward to benefiting from her perspective and experience that will complement and enhance our governance.”

Chadwick, 50, is responsible for driving profitable growth and sound investment decisions, as well as leading all aspects of the finance, procurement and investor relations functions at Materion – a high-tech solutions provider of performance alloys, advanced materials, and precision optics. Prior to Materion, she served as Vice President of Finance and Chief Accounting Officer at The Timken Company. Her credentials also include financial leadership positions at ECKART America and Noveon, Inc. She holds a Bachelor of Science degree in business management from Westfield State University and an MBA in finance from Anna Maria College. Chadwick also serves on several nonprofit boards.

Following Chadwick’s appointment to a term that expires in 2024, the Applied board is now comprised of nine Directors, of which eight are independent, including the Chairman.

#### **About Applied®**

Applied Industrial Technologies is a leading value-added distributor and technical solutions provider of industrial motion, fluid power, flow control, automation technologies, and related maintenance supplies. Our leading brands, specialized services, and comprehensive knowledge serve MRO and OEM end users in virtually all industrial markets through our multi-channel capabilities that provide choice, convenience, and expertise. For more information, visit [www.applied.com](http://www.applied.com).

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#### **CONTACT INFORMATION**

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