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**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 23, 2024**

**W.W. GRAINGER, INC.**  
(Exact name of Registrant as Specified in its Charter)

**Illinois**  
(State or other Jurisdiction  
of incorporation)

**1-5684**  
(Commission File Number)

**36-1150280**  
(IRS Employer Identification No.)

**100 Grainger Parkway, Lake Forest, Illinois**  
(Address of Principal Executive Offices)

**60045-5201**  
(Zip Code)

Registrant's telephone number, including area code: **(847) 535-1000**

**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 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:

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock	GWW	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.

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**Item 5.02.** *Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.*

On August 26, 2024, W.W. Grainger, Inc. (the “Company”) announced that Matthew E. Fortin, Senior Vice President and Chief Human Resources Officer of the Company, is no longer with the Company effective August 23, 2024.

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 26, 2024

**W.W. GRAINGER, INC.**

By: /s/ Nancy L. Berardinelli-Krantz

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Name: Nancy L. Berardinelli-Krantz

Title: Senior Vice President and Chief Legal Officer

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