
**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) December 19, 2025

FASTENAL COMPANY

(Exact name of registrant as specified in its charter)

Minnesota
(State or other jurisdiction
of incorporation)

0-16125
(Commission File Number)

41-0948415
(IRS Employer Identification No.)

2001 Theurer Boulevard, Winona, Minnesota
(Address of principal executive offices)

55987-1500
(Zip Code)

(507) 454-5374
(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 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 \$.01 per share	FAST	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

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.

Resignation of Chief Executive Officer and Director

On December 19, 2025, Daniel L. Florness, the Chief Executive Officer ('CEO') of Fastenal Company ('Fastenal') and a director of Fastenal's Board of Directors (the 'Board'), submitted a letter to the Board advising them of the following: (1) Mr. Florness' decision to voluntarily step out of his role as Fastenal's CEO, effective July 16, 2026 (the 'CEO Transition Date') and (2) his decision to resign from the Board, effective as of the CEO Transition Date. Mr. Florness' decision to step out of the CEO role and his decision to resign from his role on the Board were not a result of any disagreement with Fastenal or with the Board on any matter relating to Fastenal's operations, policies or practices.

Prior to the CEO Transition Date, Mr. Florness plans to continue to serve as Fastenal's CEO. During 2026, while he serves as Fastenal's CEO, Mr. Florness will have no changes to his compensation, the terms of which were previously disclosed related to his compensation in Fastenal's proxy statement for its annual meeting of shareholders filed with the Securities and Exchange Commission on February 26, 2025 (the 'Proxy Statement'). Mr. Florness' compensation as an employee director of the Board will cease after his resignation from the Board on the CEO Transition Date.

Mr. Florness expects to continue to be employed by Fastenal after the CEO Transition Date, serving as a Strategic Advisor to the new CEO. Mr. Florness intends to serve in this advisory capacity until early 2028. The Strategic Advisor role is designed to ensure a smooth transition of duties and an effective transfer of knowledge to the new Chief Executive Officer. The Compensation Committee of the Board will determine Mr. Florness' compensation program as a Strategic Advisor at a scheduled meeting in 2026.

Appointment of New Chief Executive Officer

On December 19, 2025, the Board also appointed Jeffery M. Watts, Fastenal's current President and Chief Sales Officer, as the next CEO of Fastenal, effective as of the CEO Transition Date. Assuming that the shareholders of the Company re-elect Mr. Florness as a director of the Company at its next annual meeting of shareholders, the Board intends to appoint Mr. Watts as a director of the Board to replace Mr. Florness, effective as of the CEO Transition Date. The Compensation Committee of the Board intends to determine Mr. Watts' compensation program as CEO at a scheduled meeting in 2026. Mr. Watts will also begin receiving the compensation previously disclosed in the Proxy Statement for employee directors after the CEO Transition Date.

Item 7.01. Regulation FD Disclosure.

On December 22, 2025, Fastenal issued a press release announcing the events described in Item 5.02, a copy of which is furnished with this Current Report on Form 8-K as Exhibit 99.1, which is incorporated by reference herein.

The information in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the 'Exchange Act'), or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference into any of Fastenal's filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such filing.

Forward-Looking Statement.

Certain statements contained in this Current Report on Form 8-K do not relate strictly to historical or current facts. As such, they are considered 'forward-looking statements' that provide current expectations or forecasts of future events. These forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Any statement that is not a historical fact is a forward-looking statement. You should understand that forward-looking statements involve a variety of risks and uncertainties, known and unknown (including risks disclosed in our most recent annual and quarterly reports), and may be affected by inaccurate assumptions. Consequently, no forward-looking statement can be guaranteed and actual results may vary materially. Factors that could cause our actual results to differ from those discussed in the forward-looking statements include, but are not limited to, those detailed in our most recent annual and quarterly reports. Each forward-looking statement speaks only as of the date on which such statement is made, and Fastenal undertakes no obligation to update any such statement to reflect events or circumstances arising after such date.

Item 9.01. Financial Statements and Exhibits.

INDEX TO EXHIBITS

Exhibit Number	Description of Document
99.1	Press release dated December 22, 2025
104	The cover page from the Current Report on Form 8-K formatted in Inline XBRL.

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 hereunto duly authorized.

Fastenal Company

(Registrant)

December 22, 2025

(Date)

By:

/s/ SHERYL A. LISOWSKI

Sheryl A. Lisowski

Executive Vice President - Chief Accounting Officer and Treasurer



Fastenal Announces CEO Transition

WINONA, Minn., December 22, 2025 (BUSINESS WIRE) – Fastenal Company (Nasdaq: FAST) (the 'Company' or 'Fastenal') announced today that Daniel L. Florness communicated to the Board of Directors on December 19, 2025 his decision to step out of his role as Chief Executive Officer (CEO) of Fastenal on July 16, 2026. On December 19, 2025, Fastenal's Board appointed Jeffery M. Watts, Fastenal's current President and Chief Sales Officer, to succeed Mr. Florness as Fastenal's CEO effective as of July 16, 2026.

"The Board of Directors would like to recognize Dan for his impressive 30 years of service to Fastenal and commend him on the shareholder value he has helped create while CEO over the past 10 years," said Scott Satterlee, Fastenal's Board Chair. Mr. Satterlee stated further, "This transition represents the next step in an orderly succession plan that began in August 2024, when Jeff Watts stepped into the role of President of Fastenal. Since then, Jeff has demonstrated an outstanding ability to align our sales teams around the common goal of delivering industry-leading value and service to Fastenal's customers. There is the complete confidence of Dan and the entire Board for Jeff to be Fastenal's next CEO to further lead with the cultural values Robert Kierlin and the Founders established decades ago. We are very excited about this next chapter in Fastenal's history."

Mr. Florness, who joined Fastenal in 1996 and became CEO in 2016, expects to continue to serve Fastenal as a Strategic Advisor to the new Chief Executive Officer until early 2028. This role is designed to ensure a smooth transition of duties and an effective transfer of knowledge. Mr. Florness intends to resign from Fastenal's Board of Directors on the same day he steps out of the CEO role. The Board intends to appoint Mr. Watts as a director to fill the vacancy on the Board left by Mr. Florness.

"Fastenal is blessed with great people, and the opportunity to be a member of this team for 30 years has been an honor," said Mr. Florness. "Jeff has a great ability to spot and develop talent, a great ability to align people and resources in the pursuit of a common goal, and 30 years of knowledge serving our customers. I look forward to seeing him lead Fastenal into the future."

Long regarded as a leading provider of industrial supplies to a wide variety of manufacturing and related industries, Fastenal has discovered continued success over the last ten years gaining market share with a focus on customer centered supply chain solutions and inventory management technology, becoming one of the premier global partners for customers in search of a strong and resilient supply chain.

"Since joining Fastenal in 1996, I've seen tremendous positive growth and change in our business," said Mr. Watts. "I'm excited for what we can achieve in the future, and I'm grateful for Dan's leadership and mentorship. I'm honored and humbled to be the next CEO of this great organization and a part of the Blue Team."

About Fastenal

With approximately 1,600 branch locations spanning 25 countries, Fastenal's 24,000 employees supply a broad range of fasteners, safety products, metal cutting products, and other industrial supplies to customers engaged in manufacturing, construction, warehouse and storage, data centers, wholesale, and federal, state, and local government. By investing in local experts and inventory, customer-facing technology, wide-ranging services, and best-in-class sourcing and logistics, we offer a unique combination of capabilities to help our customers reduce cost, risk, and scalability constraints in their global supply chains. This "high-touch, high-tech" approach is reflected in our tagline, **Where Industry Meets Innovation™**.

Additional information regarding Fastenal is available on our website at www.fastenal.com.

Forward-Looking Statements

Certain statements contained in this document do not relate strictly to historical or current facts. As such, they are considered 'forward-looking statements' that provide current expectations or forecasts of future events. These forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Any statement that is not a historical fact is a forward-looking statement. You should understand that forward-looking statements involve a variety of risks and uncertainties, known and unknown (including risks disclosed in our most recent annual and quarterly reports), and may be affected by inaccurate assumptions. Consequently, no forward-looking statement can be guaranteed, and actual results may vary materially. Factors that could cause our actual results to differ from those discussed in the forward-looking statements include, but are not limited to, those detailed in our most recent annual and quarterly reports. Each forward-looking statement speaks only as of the date on which such statement is made, and we undertake no obligation to update any such statement to reflect events or circumstances arising after such date.

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