

**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): **February 4, 2026**

AMPHENOL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-10879

(Commission File Number)

22-2785165

(IRS Employer Identification No.)

358 Hall Avenue, Wallingford, Connecticut

(Address of principal executive offices)

06492

(Zip Code)

Registrant's telephone number, including area code: **(203) 265-8900**

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
Class A Common Stock, \$0.001 par value	APH	New York Stock Exchange
3.125% Senior Notes due 2032	APH32	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 February 4, 2026, after more than five decades with Amphenol Corporation (the “Company”), including serving as President from 1987 to 2006, Chief Executive Officer from 1996 to 2008 and as Chairman of the Board since 1997, Martin H. Loeffler notified the Company that he intends to retire from the Board of Directors of the Company (the “Board”), effective on the date of the Company’s 2026 Annual Meeting of Stockholders, which is expected to be in May 2026 (the “Meeting Date”). Mr. Loeffler’s retirement from the Board is not the result of a disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

Item 7.01. Regulation FD Disclosure.

In addition, on February 4, 2026, the Board appointed R. Adam Norwitt, currently serving as President and Chief Executive Officer of the Company, to the additional role of Chairman of the Board, effective on the Meeting Date. A copy of the Company’s related press release announcing the retirement of Mr. Loeffler from the Board and the appointment of Mr. Norwitt to the role of Chairman of the Board, as described above, is attached hereto with this report as Exhibit 99.1 and incorporated by reference.

The information set forth in this Item 7.01, including the attached Exhibit 99.1, is being furnished and shall not be deemed “filed” for 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 incorporated by reference in any filing by the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Document Description</u>
99.1	Press Release dated February 4, 2026
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

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.

AMPHENOL CORPORATION

By: /s/ Lance E. D'Amico

Lance E. D'Amico

Executive Vice President, Secretary and General Counsel

Date: February 5, 2026

World Headquarters

358 Hall Avenue
Wallingford, CT 06492
Telephone (203) 265-8900

AMPHENOL ANNOUNCES BOARD SUCCESSION PLAN

Wallingford, Connecticut, February 4, 2026. Amphenol Corporation (NYSE: APH) today announced that the Board of Directors has appointed R. Adam Norwitt, currently serving as President and Chief Executive Officer, to the additional role of Chairman of the Board, effective on the date of the Company's 2026 Annual Meeting of Stockholders, which is expected to be in May 2026. After more than five decades with Amphenol, including serving as President from 1987 to 2006, Chief Executive Officer from 1996 to 2008 and as Chairman of the Board since 1997, Martin H. Loeffler intends to retire from the Board also effective in May. As part of this leadership transition, David P. Falck, who has served as a Director since 2013 and Presiding Director since 2016, will continue to serve as Lead Independent Director.

"On behalf of the Board of Directors, I want to thank Martin for his exceptional contributions to the Company over these many decades and express the Board's deep appreciation for the outstanding results he has helped Amphenol to achieve," said Mr. Falck. "The decision to appoint Adam as Amphenol's Chairman reflects the Board's confidence in his strong leadership as well as his deep industry experience and long-term strategic vision for the Company."

"I am extremely pleased to recognize Adam's unique contributions to Amphenol with his promotion to Chairman of the Board," said Mr. Loeffler. "I would like to congratulate Adam on his extraordinary leadership so far as President and CEO and express my warmest wishes to him as he takes on this important additional role as Chairman. I have no doubt that Adam will continue to be an outstanding steward of Amphenol's culture, while further supporting the superior growth and profitability of the Company."

"I am deeply honored and humbled to be named Chairman of the Amphenol Board," said Mr. Norwitt. "I want to offer my sincere thanks to Martin who has been an iconic leader in the interconnect industry. Nearly 40 years ago, Martin helped establish the foundation of Amphenol's entrepreneurial culture and nurtured that culture through his roles as President, CEO and Chairman. This entrepreneurial culture has been the key enabler of Amphenol's extraordinary growth and performance over these many years. On a personal note, I would also like to thank Martin for his invaluable mentorship and unwavering support during my career at Amphenol."

About Amphenol

Amphenol Corporation is one of the world's largest designers, manufacturers and marketers of electrical, electronic and fiber optic connectors and interconnect systems, antennas, sensors and sensor-based products and coaxial, high-speed, fiber optic and specialty cable. Amphenol designs, manufactures and assembles its products at facilities in approximately 40 countries around the world and sells its products through its own global sales force, independent representatives and a global network of electronics distributors. Amphenol has a diversified presence as a leader in high-growth areas of the interconnect market including: Automotive, Commercial Aerospace, Communications Networks, Defense, Industrial, Information Technology and Data Communications and Mobile Devices. For more information, visit www.amphenol.com.

Forward-looking Statements

Statements in this press release, other than historical facts, are intended to be “forward looking statements” within the meaning of the Securities Exchange Act of 1934, the Private Securities Litigation Reform Act of 1995 and other related laws. While the Company believes such statements are reasonable, the actual results and effects could differ materially from those currently anticipated. Please refer to Part I, Item 1A of the Company’s Annual Report on Form 10-K for the year ended December 31, 2024, for factors that could cause actual results to differ from estimates. In providing forward-looking statements, the Company is not undertaking any duty or obligation to update these statements publicly as a result of new information, future events or otherwise, except as required by law.

Investor Relations Contact:

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