

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 2, 2021



**Freeport-McMoRan Inc.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-11307-01</b> (Commission File Number)	<b>74-2480931</b> (IRS Employer Identification No.)
<b>333 North Central Avenue</b> <b>Phoenix AZ</b> (Address of principal executive offices)		<b>85004</b> (Zip Code)

Registrant's telephone number, including area code: (602) 366-8100

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 (see General Instruction A.2. below):

- 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 \$0.10 per share	FCX	The 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) or Rule 12b-2 of the Securities Exchange Act of 1934 (§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.

(d) On August 2, 2021, the Board of Directors (the Board) of Freeport-McMoRan Inc. (FCX) increased the size of the Board from seven to nine directors and appointed each of Marcela E. Donadio and Sara Grootwassink Lewis to serve as a director of FCX, effective immediately. Each of Mses. Donadio and Lewis will serve as a director until FCX's 2022 annual meeting of stockholders and until her successor is duly elected and qualified. The Board is currently in the process of reviewing committee assignments.

The Board affirmatively determined that each of Mses. Donadio and Lewis has no material relationship with FCX and is independent in accordance with the director independence standards established under FCX's Corporate Governance Guidelines, which comply with the New York Stock Exchange corporate governance rules, and other applicable laws, rules and regulations. There is no arrangement or understanding between either of the new directors and any other person pursuant to which she was appointed as a director. There are no transactions in which either of the new directors has an interest requiring disclosure under Item 404(a) of Regulation S-K.

FCX's Board is now comprised of nine members, including eight independent directors.

The new directors will be compensated in accordance with FCX's non-management director compensation program, which is described in FCX's definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on April 22, 2021 under the heading "Director Compensation." On August 2, 2021, each of the new directors received a pro-rata equity award of 3,800 restricted stock units, which will vest on the first anniversary of the grant date, or August 2, 2022.

FCX issued a press release dated August 2, 2021, announcing the appointment of two independent members to its Board, a copy of which is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 5.02.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Exhibit Title
<a href="#">99.1</a>	Press release dated August 2, 2021, titled "Freeport-McMoRan Announces Appointment of Two Independent Members to its Board of Directors."
104	The cover page from this 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.

Freeport-McMoRan Inc.

By: /s/ Kathleen L. Quirk

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Kathleen L. Quirk  
President and Chief Financial Officer  
(authorized signatory and  
Principal Financial Officer)

Date: August 3, 2021

# NEWS RELEASE

**FREPORT**  
FOREMOST IN COPPER  
fcx.com | NYSE: FCX

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**FINANCIAL CONTACTS:**

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## **Freeport-McMoRan Announces Appointment of Two Independent Members to its Board of Directors** *Marcela E. Donadio* *Sara Grootwassink Lewis*

PHOENIX, AZ, August 2, 2021 — Freeport-McMoRan Inc. (NYSE: FCX) announced today the appointment of Marcela E. Donadio and Sara Grootwassink Lewis to its Board of Directors.

Ms. Donadio retired as a partner of Ernst & Young LLP, a multinational professional services firm, in 2014. From 2007 until her retirement in 2014, she served as Americas Oil & Gas Sector Leader for Ernst & Young, with responsibility for one of the firm's significant industry groups. She advised the firm's oil and gas industry clients in the United States and throughout the Americas on business strategies and financial matters. Ms. Donadio served as audit partner for multiple companies with domestic and international operations in the natural resources sector and held various energy industry leadership positions during her career. She serves as Lead Independent Director of Marathon Oil Corporation and as a director of NOV, Inc. and Norfolk Southern Corporation. Ms. Donadio has dual United States and Panamanian citizenship, holds a B.S. in Accounting from Louisiana State University and is a Certified Public Accountant.

Ms. Lewis founded Lewis Corporate Advisors, a capital markets and board advisory firm, in 2009, where she served as chief executive officer until 2018. Ms. Lewis has significant executive, corporate finance and capital markets experience, and served as executive vice president and chief financial officer of Washington Real Estate Investment Trust. She has served on several public company boards, including Sun Life Financial, a global insurance and asset management firm, where she Chaired its Audit Committee. She currently serves as a director and Chair of the Audit Committee of The Weyerhaeuser Company, director and Chair of the Compensation and Human Capital Committee of Healthpeak Properties, Inc., and as director and Chair of the Audit Committee of Everside Health Group, Inc. Ms. Lewis serves on the Executive Committee and Board of Trustees of the Brookings Institution, the Leadership Board for the U.S. Chamber of Commerce Center for Capital Markets Competitiveness, and the Center for Audit Quality's Audit Committee Council. She is a member of the Institute of Corporate Directors. Ms. Lewis is a Certified Public Accountant and a Chartered Financial Analyst. She holds a B.S. in Finance from the University of Illinois at Urbana-Champaign.

**“We are delighted to welcome these highly qualified and knowledgeable executives to our Board,” said Richard C. Adkerson, Chairman and Chief Executive Officer. “Marcela and Sara each have proven track records in business, finance, financial accounting and controls, and corporate governance. Their skills and experiences will strengthen our Board in fulfilling its responsibilities to our stakeholders and in supporting our management team, as we relentlessly pursue the extraordinary opportunities ahead to build value responsibly in our global business. We look forward to their counsel and contributions.”**

FCX's Board of Directors is now comprised of nine members, including eight independent directors. With these additions to the Board, average director tenure is approximately five years.

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**FREEPORT: *Foremost in Copper***

FCX is a leading international mining company with headquarters in Phoenix, Arizona. FCX operates large, long-lived, geographically diverse assets with significant proven and probable reserves of copper, gold and molybdenum. FCX is one of the world's largest publicly traded copper producers.

FCX's portfolio of assets includes the Grasberg minerals district in Indonesia, one of the world's largest copper and gold deposits; and significant mining operations in North America and South America, including the large-scale Morenci minerals district in Arizona and the Cerro Verde operation in Peru.

By supplying responsibly produced copper, FCX is proud to be a positive contributor to the world well beyond its operational boundaries. Additional information about FCX is available on FCX's website at [fcx.com](http://fcx.com).

**Cautionary Statement Regarding Forward-Looking Statements:** *This press release contains forward-looking statements, which are all statements other than statements of historical facts. FCX cautions readers that forward-looking statements are not guarantees of future performance and actual results may differ materially from those anticipated, expected, projected or assumed in the forward-looking statements. Important factors that can cause FCX's actual results to differ materially from those anticipated in the forward-looking statements include, but are not limited to, the factors described in more detail under the heading "Risk Factors" in FCX's Annual Report on Form 10-K for the year ended December 31, 2020, filed with the U.S. Securities and Exchange Commission (SEC).*

*Investors are cautioned that many of the assumptions on which FCX's forward-looking statements are based are likely to change after the date the forward-looking statements are made, including for example commodity prices, which FCX cannot control, and production volumes and costs, some aspects of which FCX may not be able to control. Further, FCX may make changes to its business plans that could affect its results. FCX cautions investors that it undertakes no obligation to update forward-looking statements, which speak only as of the date made, notwithstanding any changes in its assumptions, changes in business plans, actual experience or other changes.*

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