
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): January 3, 2024

Cognex Corporation
(Exact name of registrant as specified in charter)

Massachusetts
(State or other jurisdiction
of incorporation)

001-34218
(Commission
File Number)

04-2713778
(IRS Employer
Identification No.)

One Vision Drive, Natick, Massachusetts
(Address of principal executive offices)

01760-2059
(Zip Code)

Registrant's telephone number, including area code: (508) 650-3000

N/A
(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 (*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 \$.002 per share	CGNX	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 (§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 January 3, 2024, Cognex Corporation (the “Company”) and Paul Todgham, Senior Vice President of Finance and Chief Financial Officer of the Company (principal financial officer and principal accounting officer), mutually agreed that Mr. Todgham will resign from the Company, effective March 15, 2024. Mr. Todgham’s resignation was not the result of any disagreements with the Company on any matters relating to its operations, policies or practices. The Company is conducting a search for a new Chief Financial Officer.

In connection with his departure from the Company, the Company entered into a letter agreement with Mr. Todgham pursuant to which he will receive a \$300,000 retention bonus if he remains with the Company through March 15, 2024, and continued health insurance for 18 months (or if earlier, until the date when he commences other employment). The letter agreement includes a general release of claims in favor of the Company. Mr. Todgham also will remain subject to the terms of his existing employee invention, non-disclosure and non-competition agreement, which includes certain confidentiality, non-competition and non-solicitation covenants.

SIGNATURES

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.

Dated: January 3, 2024

COGNEX CORPORATION

By: /s/ Robert J. Willett

Name: Robert J. Willett

Title: President and Chief Executive Officer