

**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

April 29, 2026
Date of Report (date of earliest event reported)

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

Massachusetts
(State or other jurisdiction of
incorporation or organization)

001-34218
(Commission File Number)

04-2713778
(I.R.S. Employer Identification Number)

One Vision Drive
Natick, Massachusetts 01760
(Address of principal executive offices and zip code)
(508) 650-3000
(Registrant's telephone number, including area code)

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 \$.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 April 29, 2026, the Board of Directors of Cognex Corporation (the “Company”) determined that, based on the evolution of his role with the Company, Joerg Kuechen will no longer be deemed an “executive officer” of the Company within the meaning of Rule 3b-7 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or an “officer” within the meaning of Rule 16a-1(f) of the Exchange Act. Mr. Kuechen will continue with the Company in the position of Head of Mergers and Acquisitions.

Item 5.07 Submission of Matters to a Vote of Security Holders

On April 29, 2026, the Company held its 2026 Annual Meeting of Shareholders (the “Meeting”). As of the record date for the Meeting, there were 167,013,856 shares of common stock of the Company outstanding and entitled to vote. The Company’s shareholders approved each of the proposals put to a vote as recommended by the Board of Directors. The proposals had been previously announced and described in the Company’s 2026 Proxy Statement filed with the Securities and Exchange Commission on March 13, 2026 (the “Proxy Statement”). The 153,890,280 shares represented at the Meeting were voted as follows:

1. The election of Matthew Moschner, Angelos Papadimitriou and Christopher Donato as Directors to serve for a term ending in 2029. Each nominee for director was elected by a vote of the shareholders as follows:

	For	Against	Abstained	Broker Non-Votes
Matthew Moschner	136,554,604	2,824,917	107,328	14,403,431
Angelos Papadimitriou	121,262,948	18,115,308	108,593	14,403,431
Christopher Donato	134,157,408	5,216,762	112,679	14,403,431

2. To approve an amendment to the Cognex Corporation 2023 Stock Option and Incentive Plan. The proposal was approved by a vote of the shareholders as follows:

For	135,582,856
Against	3,763,664
Abstained	140,329
Broker Non-Votes	14,403,431

3. To ratify the selection of KPMG LLP as the Company’s independent registered public accounting firm for fiscal year 2026. The proposal was approved by a vote of the shareholders as follows:

For	153,641,083
Against	83,521
Abstained	165,676
Broker Non-Votes	0

4. To approve, on an advisory basis, the compensation of the Company’s named executive officers as described in the Proxy Statement including the Compensation Discussion and Analysis, compensation tables and narrative discussion (“say-on-pay”). The proposal was approved by a vote of the shareholders as follows:

For	109,615,176
Against	29,685,048
Abstained	186,625
Broker Non-Votes	14,403,431

No other matters were voted upon at the Meeting.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	<u>Amendment No. 1 to the Cognex Corporation 2023 Stock Option and Incentive Plan.</u>
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document)

SIGNATURE

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.

COGNEX CORPORATION

Dated: April 30, 2026

By: /s/ Dennis Fehr

Name: Dennis Fehr

Title: Senior Vice President of Finance and Chief Financial Officer

**AMENDMENT NO. 1
TO THE
COGNEX CORPORATION
2023 STOCK OPTION AND INCENTIVE PLAN**

WHEREAS, Cognex Corporation (the “Company”) maintains the Cognex Corporation 2023 Stock Option and Incentive Plan (the “Plan”), which was previously adopted by the Board of Directors of the Company (the “Board”) and approved by the shareholders of the Company;

WHEREAS, the Board believes that the number of shares of common stock of the Company remaining available for issuance under the Plan has become insufficient for the Company’s anticipated future needs under the Plan;

WHEREAS, the Board has determined that it is in the best interests of the Company to amend the Plan, subject to shareholder approval, to increase the aggregate number of shares of common stock available for issuance under the Plan by 4,600,000 shares;

WHEREAS, Section 16 of the Plan provides that the Board may amend the Plan at any time, subject to certain conditions set forth therein; and

WHEREAS, this Amendment will become effective upon approval by the Company’s shareholders at the Company’s 2026 Annual Meeting of Shareholders and if, for any reason, the Company’s shareholders fail to approve this Amendment, the existing Plan shall continue in full force and effect.

NOW, THEREFORE:

1. Section 3(a) of the Plan is hereby deleted in its entirety and replaced with the following:

“(a) Stock Issuable. Subject to adjustment as provided in this Section 3, the maximum number of shares of Stock reserved and available for issuance under the Plan shall be the sum of (i) 12,700,000 (twelve million seven hundred thousand) shares, plus (ii) the number of Returning Shares, if any, as such shares become available from time to time. For purposes of this limitation, the shares of Stock underlying any awards under the Plan that are forfeited, canceled or otherwise terminated (other than by exercise) shall be added back to the shares of Stock available for issuance under the Plan and, to the extent permitted under Section 422 of the Code and the regulations promulgated thereunder, the shares of Stock that may be issued as Incentive Stock Options. Notwithstanding the foregoing, the following shares shall not be added to the shares authorized for grant under the Plan: (i) shares tendered or held back upon exercise of an Option or settlement of an Award to cover the exercise price or tax withholding, and (ii) shares subject to a Stock Appreciation Right that are not issued in connection with the stock settlement of the Stock Appreciation Right upon exercise thereof. In the event the Company repurchases shares of Stock on the open market, such shares shall not be added to the shares of Stock available for issuance under the Plan. Subject to such overall limitations, shares of Stock may be issued up to such maximum number pursuant to any type or types of Award; provided, however, that no more than 12,700,000 (twelve million seven hundred thousand) shares of the Stock may be issued in the form of Incentive Stock Options. The shares available for issuance under the Plan may be authorized but unissued shares of Stock or shares of Stock reacquired by the Company.”

2. Effective Date of Amendment. This Amendment to the Plan shall become effective upon the date that it is approved by the Company’s shareholders in accordance with applicable laws and regulations.
3. Other Provisions. Except as set forth above, all other provisions of the Plan shall remain unchanged.

DATE APPROVED BY BOARD OF DIRECTORS: February 11, 2026

DATE APPROVED BY STOCKHOLDERS: April 29, 2026

