

**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 16, 2019

**FREIGHTCAR AMERICA, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation)

**000-51237**  
(Commission File Number)

**25-1837219**  
(I.R.S. Employer Identification Number)

**Two North Riverside Plaza, Suite 1300, Chicago, Illinois 60606**

(Address of Principal Executive Offices) (Zip Code)

**(800) 458-2235**

(Registrant's telephone number, including area code)

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:

- 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 \$0.01 per share	RAIL	The Nasdaq Global Select Market

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.

## **Section 5 Corporate Governance and Management**

### **Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On August 19, 2019, FreightCar America, Inc. (the “Company”) announced that the Board of Directors (the “Board”) of the Company appointed Elizabeth K. Arnold to the Company’s Board as a Class III director, effective August 16, 2019, increasing the total number of directors on the Board to seven. Ms. Arnold is currently expected to serve on the audit committee and the nominating and corporate governance committee of the Board. Ms. Arnold will serve on the Board until the Company’s 2020 annual meeting of stockholders or until her successor shall be duly elected and qualified upon her earlier resignation, death or removal.

The Board determined that Ms. Arnold is an independent director within the meaning of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder and NASDAQ’s listing standards.

Since October 2014, Ms. Arnold has served as the Senior Vice President, Chief Financial Officer and Treasurer of Houghton International, a specialty chemical company with international operations. From October 2012 to April 2014, Ms. Arnold served as the Chief Financial Officer of Physiotherapy Associates. Prior to joining Physiotherapy Associates, Ms. Arnold served as the Chief Financial Officer of Tyco Flow Control from April 2010 to September 2012. Between 2003 and 2010, Ms. Arnold worked as the Vice President, Corporate Financial Planning & Analysis at Tyco Flow Control. Earlier in her career, Ms. Arnold served in numerous roles, including executive leadership positions, for General Electric, a global high-tech industrial company with products and services ranging from aircraft engines, power generation and oil and gas production to medical imaging.

Ms. Arnold will receive compensation in accordance with the Company’s non-executive director compensation policy, including: an annual retainer of \$40,000, payable quarterly in arrears; and \$1,000 for committee meeting attendance. In addition, upon her appointment, Ms. Arnold was granted 9,846 shares of restricted stock of the Company in accordance with the terms of the Company’s 2018 Long Term Incentive Plan, which shares will vest on the earlier of (i) May 9, 2020 or (ii) the last trading day before the date of the Company’s 2020 annual meeting of stockholders.

There are no arrangements or understandings between Ms. Arnold and any other persons pursuant to which she was elected as a director of the Company. With respect to Item 404(a) of Regulation S-K, there are no relationships or related transactions between Ms. Arnold and the Company that would be required to be reported.

## **Section 8 Other Events**

### **Item 8.01. Other Events.**

On August 19, 2019, the Company issued a press release announcing the appointment of Ms. Arnold as a Class III director. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

## **Section 9 Financial Statements and Exhibits**

### **Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

[Exhibit 99.1 Press release of FreightCar America, Inc., dated August 19, 2019.](#)

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**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.

**FREIGHTCAR AMERICA, INC.**

Date: August 19, 2019

By: /s/ Georgia L. Vlamis

Georgia L. Vlamis

Vice President, General Counsel, Corporate Secretary and Human Resources

## FreightCar America, Inc. Appoints Elizabeth Keller Arnold To Its Board of Directors

CHICAGO, Aug. 19, 2019 (GLOBE NEWSWIRE) -- FreightCar America, Inc. (NASDAQ: RAIL) announced today that Elizabeth Keller Arnold has been appointed to the Company's Board of Directors, effective August 16, 2019. The addition of Ms. Arnold brings the total number of directors to seven.

Ms. Arnold joins FreightCar with over 30 years of experience in corporate finance and accounting, including executive leadership roles at multiple international companies. She served in Chief Financial Officer positions in a broad range of industries, including Houghton International, a specialty chemical company with international operations; Physiotherapy Associates; and Tyco. Earlier in her career, Ms. Arnold spent more than 15 years at General Electric, where she served in numerous roles, including reporting to the vice chairman and as Chief Financial Officer of GE Silicones.

William D. Gehl, Chairman of the Board of Directors of the Company, said, "Keller has held various leadership roles in multiple global industrial companies, providing her with extensive corporate finance and accounting experiences, as well as a wealth of operational knowledge. We are very pleased to welcome her to our Board of Directors." James R. Meyer, President and Chief Executive Officer of the Company, said, "The FreightCar management team is very pleased to have Keller on the company's board and looks forward to drawing on her breadth of knowledge, experience, and business acumen."

### About FreightCar America

FreightCar America, Inc. manufactures a wide range of railroad freight cars, supplies railcar parts and leases freight cars through its FreightCar America Leasing Company subsidiaries. FreightCar America designs and builds high-quality railcars, including bulk commodity cars, covered hopper cars, intermodal and non-intermodal flat cars, mill gondola cars, coil steel cars, boxcars and coal cars. It is headquartered in Chicago, Illinois and has facilities in the following locations: Cherokee, Alabama; Grand Island, Nebraska; Johnstown, Pennsylvania; Roanoke, Virginia; and Shanghai, People's Republic of China. More information about FreightCar America is available on its website at [www.freightcaramerica.com](http://www.freightcaramerica.com).

### Forward-Looking Statements

This press release may contain statements relating to our expected financial performance and/or future business prospects, events and plans that are "forward-looking statements" as defined under the Private Securities Litigation Reform Act of 1995. Forward-looking statements represent our estimates and assumptions only as of the date of this press release. Our actual results may differ materially from the results described in or anticipated by our forward-looking statements due to certain risks and uncertainties. These potential risks and uncertainties include, among other things: the cyclical nature of our business; adverse economic and market conditions; fluctuating costs of raw materials, including steel and aluminum, and delays in the delivery of raw materials; our ability to maintain relationships with our suppliers of railcar components; our reliance upon a small number of customers that represent a large percentage of our sales; the variable purchase patterns of our customers and the timing of completion, delivery and customer acceptance of orders; the highly competitive nature of our industry; the risk of lack of acceptance of our new railcar offerings by our customers; and other competitive factors. We expressly disclaim any duty to provide updates to any forward-looking statements made in this press release, whether as a result of new information, future events or otherwise.

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