
**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): June 9, 2025

American Water Works Company, Inc.
(Exact name of registrant as specified in its charter)

Commission File Number: 001-34028

Delaware
(State or other jurisdiction
of incorporation)

51-0063696
(IRS Employer
Identification No.)

**1 Water Street
Camden, NJ 08102-1658**
(Address of principal executive offices, including zip code)
(856) 955-4001
(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:

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on Which Registered</u>
Common stock, par value \$0.01 per share	AWK	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 (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.

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

(d) On June 9, 2025, the Board of Directors (the “Board”) of American Water Works Company, Inc. (the “Company”) increased the size of the Board from eight to nine members. Upon the recommendation of the Nominating/Corporate Governance Committee of the Board (the “Nominating Committee”), the Board appointed Raffiq Nathoo as an independent director, effective immediately and for a term ending on the date of the Company’s 2026 Annual Meeting of Shareholders, or until the director’s earlier death, resignation or removal. Upon the recommendation of the Nominating Committee, the Board appointed Mr. Nathoo to the Audit, Finance and Risk Committee and the Safety, Environmental, Technology and Operations Committee of the Board.

In accordance with the Board’s compensation arrangements currently in effect, Mr. Nathoo will receive an annual cash retainer of \$120,000, payable quarterly and prorated for the director’s term of service, as well as reimbursement for expenses incurred in attending Board and committee meetings and reimbursement for attending one continuing director education program per year. Mr. Nathoo was also granted an award of director stock units under the Company’s 2017 Omnibus Equity Compensation Plan, each of which represents an immediately vested contractual right to receive one share of the Company’s common stock. The stock units represent the prorated portion of \$175,000 in annual equity compensation for the director’s initial term of service. Shares of Company common stock underlying this award are to be distributed to Mr. Nathoo within 30 days after the date of grant. Under the Company’s non-employee director stock ownership policy, by June 2030, Mr. Nathoo is required to hold shares with a value of at least five times his annual cash retainer.

Mr. Nathoo has no direct or indirect material interest in any transaction in which the Company is or is to be a participant and which would require reporting under Item 404(a) of Regulation S-K. Other than as described above, there are no arrangements or understandings between Mr. Nathoo and any other person, pursuant to which the director was selected as such.

Item 7.01. Regulation FD Disclosure.

On June 9, 2025, the Company issued a press release announcing the election of Mr. Nathoo as a new independent member of the Board. A copy of the press release has been included as [Exhibit 99.1](#) and is incorporated by reference herein.

The information furnished in response to this Item 7.01, including [Exhibit 99.1](#), shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall such information be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits to this Current Report have been provided herewith as noted below:

Exhibit No.	Description
99.1*	Press Release, dated June 9, 2025, issued by the Company.
104	Cover Page Interactive Data File (the cover page XBRL tags are included and formatted as Inline XBRL).

*Furnished herewith.

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.

AMERICAN WATER WORKS COMPANY, INC.

Dated: June 9, 2025

By: /s/ DAVID M. BOWLER
David M. Bowler
Executive Vice President and Chief Financial Officer

Press Release



American Water Appoints New Independent Member to the Board of Directors

CAMDEN, N.J., JUNE 9, 2025 – American Water Works Company, Inc. (NYSE: AWK) announced today that Raffiq Nathoo has been appointed as an independent member of the company's board of directors, effective today.

"American Water is pleased to have Raffiq join our board of directors," said Karl Kurz, Board Chair of American Water. "Bringing more than 30 years of experience in the international financial and capital markets, including leadership in the energy, power and utilities sectors, Raffiq will further strengthen our board, and we look forward to working with him."

"We are honored to have Raffiq become part of American Water's board," said John Griffith, President and CEO of American Water. "His deep expertise in utility sector finance will bring great value to the board and our company."

Nathoo has served as a Managing Partner of T^{X3} Sage Rock, a private investment management firm, since August 2019. His professional experience in investment banking and private and public equity businesses, includes work with New Mountain Capital, where he served as an Executive-in-Residence from 2015 to 2017, and with Blackstone from 1991 to 2014, where he was a Senior Managing Director for 14 years and led the firm's advisory practice globally in the energy, power and utilities sectors.

He currently serves on the Board of Directors of Cabot Corporation (NYSE: CBT), a specialty chemicals and performance materials company, where he is a member of the Audit Committee.

Nathoo earned an MBA from Harvard University and a Bachelor of Arts degree in Government from Dartmouth College.

American Water's board of directors now consists of nine members.

About American Water

American Water (NYSE: AWK) is the largest regulated water and wastewater utility company in the United States. With a history dating back to 1886, We Keep Life Flowing® by providing safe, clean, reliable and affordable drinking water and wastewater services to more than 14 million people with regulated operations in 14 states and on 18 military installations. American Water's 6,700 talented professionals leverage their significant expertise and the company's national size and scale to achieve excellent outcomes for the benefit of customers, employees, investors and other stakeholders.

For more information, visit amwater.com and join American Water on LinkedIn, Facebook, X and Instagram.

Press Release



AWK-IR

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