

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 11, 2025 (June 10, 2025)**



Commission File Number	Exact Name of Registrant as Specified in its Charter, Principal Office Address and Telephone Number	State of Incorporation or Organization	I.R.S. Employer Identification No.
001-38646	<b>Dow Inc.</b> 2211 H.H. Dow Way, Midland, MI 48674 (989) 636-1000	Delaware	30-1128146
001-03433	<b>The Dow Chemical Company</b> 2211 H.H. Dow Way, Midland, MI 48674 (989) 636-1000	Delaware	38-1285128

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:

Registrant	Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Dow Inc.	Common Stock, par value \$0.01 per share	DOW	New York Stock Exchange
The Dow Chemical Company	0.500% Notes due March 15, 2027	DOW/27	New York Stock Exchange
The Dow Chemical Company	1.125% Notes due March 15, 2032	DOW/32	New York Stock Exchange
The Dow Chemical Company	1.875% Notes due March 15, 2040	DOW/40	New York Stock Exchange
The Dow Chemical Company	4.625% Notes due October 1, 2044	DOW/44	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 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

**Dow Inc.**  Emerging Growth Company

**The Dow Chemical Company**  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.

**Dow Inc.**  **The Dow Chemical Company**

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**Section 8 – Other Events****Item 8.01 Other Events.**

On June 11, 2025, Dow Inc. (“Dow” or the “Company”) issued a press release announcing The Court of King’s Bench of Alberta, Canada has signed a judgment ordering NOVA Chemicals Corporation to pay certain Dow subsidiaries CAD \$1.620 billion (equivalent to approximately USD \$1.2 billion), for damages Dow incurred related to the companies’ jointly-owned ethylene asset in Joffre, Alberta, Canada. Payment is anticipated to occur in the fourth quarter of 2025. The judgment is subject to appeal.

A copy of the press release is filed as Exhibit 99.1 to this report and is incorporated herein by reference.

**Section 9 – Financial Statements and Exhibits****Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The exhibits listed on the Exhibit Index are incorporated herein by reference.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	<a href="#">Press release issued by Dow Inc. on June 11, 2025.</a>
104	Cover Page Interactive Data File. The cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded with the Inline XBRL document.

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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.

DOW INC.  
THE DOW CHEMICAL COMPANY

Date: June 11, 2025

/s/ AMY E. WILSON  
Amy E. Wilson  
General Counsel and Corporate Secretary



## Canadian court orders NOVA Chemicals to pay Dow an additional CAD\$1.6 billion judgment

**MIDLAND, Mich. – June 11, 2025** – The Court of King's Bench of Alberta, Canada has issued a judgment ordering NOVA Chemicals Corporation to pay Dow (NYSE: DOW) an additional amount of CAD\$1.620 billion (equivalent to approximately USD\$1.2 billion) in damages. The judgment, signed on June 10, 2025, relates to losses Dow incurred from the companies' jointly owned ethylene asset in Joffre, Alberta, Canada. The award includes interest to April 7, 2025, but excludes subsequent interest or legal costs. Payment is anticipated to occur in the fourth quarter of 2025.

This latest ruling and award of damages to Dow is in addition to a prior payment by NOVA to Dow of CAD\$1.43 billion (approximately USD\$1.08 billion) in damages in 2019 following a June 2018 decision. That decision found NOVA had failed to operate the jointly owned ethylene asset at full capacity and had breached contractual obligations since 2001, resulting in reduced ethylene to Dow. On appeal, the court directed that Dow's damages be recalculated for the period from 2001 through 2012, as well as for the period from 2013 through June 2018, which had not yet been quantified.

The judgment is subject to appeal.

### About Dow

Dow (NYSE: DOW) is one of the world's leading materials science companies, serving customers in high-growth markets such as packaging, infrastructure, mobility and consumer applications. Our global breadth, asset integration and scale, focused innovation, leading business positions and commitment to sustainability enable us to achieve profitable growth and help deliver a sustainable future. We operate manufacturing sites in 30 countries and employ approximately 36,000 people. Dow delivered sales of approximately \$43 billion in 2024. References to Dow or the Company mean Dow Inc. and its subsidiaries. Learn more about us and our ambition to be the most innovative, customer-centric, inclusive and sustainable materials science company in the world by visiting [www.dow.com](http://www.dow.com).

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For further information, please contact:

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