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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 25, 2026**

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**Core & Main, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-40650**  
(Commission  
File Number)

**86-3149194**  
(IRS Employer  
Identification No.)

**1830 Craig Park Court**  
**St. Louis, Missouri**  
(Address of principal executive offices)

**63146**  
(Zip Code)

**(314) 432-4700**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

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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 Class	Trading Symbol	Name of Each Exchange on Which Registered
Class A common stock, par value \$0.01 per share	CNM	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).

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.

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

*Appointment of M. Susan Hardwick as a New Director*

On March 27, 2026, Core & Main, Inc. (together with its indirect subsidiary, Core & Main LP, as applicable, the “Company”) announced that effective as of April 1, 2026 (the “Transition Date”), the Board of Directors of the Company (the “Board”) increased the number of Class III directors and appointed M. Susan Hardwick to fill the resulting vacancy. Effective as of the Transition Date, M. Susan Hardwick was also appointed to the Talent and Compensation Committee. Ms. Hardwick’s term expires at the 2027 annual meeting of stockholders and until her successor shall be elected or qualified, or until her earlier death, resignation or removal. There was no arrangement or understanding between Ms. Hardwick and any other person pursuant to which she was selected as a director.

Ms. Hardwick is the former Chief Executive Officer of American Water Works Company, Inc. (AWK) (“American Water”), a role in which she served from 2022 to 2025. She previously served as Chief Financial Officer of American Water from 2019 to 2022. Prior to joining American Water, Ms. Hardwick served as Executive Vice President and Chief Financial Officer of Vectren Corporation, where she played a key role in the company’s strategic direction. Ms. Hardwick brings to the Board extensive executive leadership experience in the regulated utility industry and a well-rounded background in finance, capital allocation, and strategic transactions.

In connection with her election to the Board, Ms. Hardwick receives a pro rata portion of the standard annual compensation for service on the Board and the Talent and Compensation Committee as described from time to time in the Company’s definitive proxy statements filed with the Securities and Exchange Commission (the “SEC”). As of the date of this report, standard annual compensation for service on the Board is equal to \$225,000, comprised of \$130,000 of restricted stock units of the Company issued under the Company’s 2021 Omnibus Equity Incentive Plan and \$95,000 in cash. In addition, a Talent and Compensation Committee member receives an additional \$10,000 annually in cash. The Company entered into an indemnification agreement with Ms. Hardwick pursuant to which the Company is required to indemnify Ms. Hardwick against certain liabilities which may arise by reason of her status or service as a director and to advance expenses to her, subject to reimbursement if it is determined that she is not entitled to indemnification. The form of such indemnification agreement has been incorporated by reference as Exhibit 10.10 to the Company’s Form 10-K, filed with the SEC on March 24, 2026.

*Executive Chair and Board Transition*

On March 27, 2026, 2026, the Company also announced that effective as of the Transition Date:

- Stephen LeClair, the Executive Chair of the Company and Chair of the Board, retired from the position of Executive Chair, as a Class II director and as Chair of the Board and from all other positions held with subsidiaries of the Company;
- James Castellano, the current Lead Independent Director of the Board, became the Chair of the Board; and
- James Hope, a current member of the Audit Committee, became the Chair of the Audit Committee, and Robert Buck became a member of the Audit Committee (together, the “Committee Appointments”).

The Company issued a press release, dated as of the date hereof, announcing the foregoing actions, which is filed as an exhibit to this current report on Form 8-K.

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

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press Release, dated March 27, 2026</a> **
104	Cover Page to this Current Report on Form 8-K in Inline XBRL*

\* Filed herewith.

\*\* Furnished herewith.

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**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.

Date: March 27, 2026

**CORE & MAIN, INC.**

By: /s/ Mark G. Whittenburg

Name: Mark G. Whittenburg

Title: General Counsel and Secretary

# News Release

## FOR IMMEDIATE RELEASE

### Core & Main Announces Changes to Board of Directors and Executive Chair

ST. LOUIS, March 27, 2026—[Core & Main Inc.](#) (NYSE: CNM), a leading specialty distributor dedicated to advancing reliable infrastructure with local service, nationwide, today announced changes to its board of directors and executive chair, effective April 1, 2026, as part of the Company's long-term succession planning.

The board appointed M. Susan Hardwick as a director and as a member of the talent and compensation committee. Ms. Hardwick most recently served as chief executive officer of American Water Works Company, Inc. from 2022 to 2025, and previously served as its chief financial officer from 2019 to 2022. She brings to the board of directors extensive executive leadership experience in the regulated utility industry, with a strong background in finance, capital allocation and strategic transactions.

In connection with Ms. Hardwick's appointment, the company undertook additional governance transition actions. Specifically, Stephen LeClair retired from his role as executive chair and chair of the board, and James Castellano, previously the company's lead independent director, was appointed chair of the board. In addition, James Hope was named chair of the audit committee, and Robert Buck was appointed as a member of the audit committee.

"Susan brings valuable leadership experience in the water industry to Core & Main's board, which will be instrumental as we continue to execute our growth strategy," said Mark Witkowski, chief executive officer of Core & Main. "Her perspective and experience will further strengthen the board as we advance our strategic priorities."

"It is an honor to be joining Core & Main's board of directors," Hardwick said. "I look forward to contributing my experience in the regulated utility industry to support the company's continued success."

"On behalf of the board of Core & Main, I would like to thank Steve for his many years of service to the organization," Castellano said. "Steve served as CEO and a member of the board from the time Core & Main became an independent company in 2017 through March 2025, and as board chair since 2024. His leadership played an important role in positioning the company for success, and we wish him well in retirement."

Ms. Hardwick becomes the ninth independent director on Core & Main's ten-member Board. In addition to Ms. Hardwick, independent directors include Bhavani Amirthalingam, Robert Buck, James Castellano, Dennis Gipson, James Hope, Orvin Kimbrough, Kathleen Mazzarella, and Margaret Newman. Additional information about Core & Main's board of directors can be found [here](#).

#### About Core & Main

Based in St. Louis, Core & Main is a leader in advancing reliable infrastructure® with local service, nationwide®. As a specialty distributor with a focus on water, wastewater, storm drainage and fire protection products and related services, Core & Main provides solutions to municipalities, private water companies and professional contractors across municipal, non-residential and residential end markets in the United States and Canada. With more than 370 locations, the company provides its customers local expertise backed by a national supply chain. Core & Main's 5,600 associates are committed to helping their communities thrive with safe and reliable infrastructure. Visit [coreandmain.com](https://coreandmain.com) to learn more.

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## **Cautionary Note Regarding Forward-Looking Statements**

This press release contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements include, without limitation, all statements other than statements of historical or current facts contained in this press release, including statements relating to our intentions, beliefs, assumptions or current expectations concerning, among other things, our future results of operations and financial position, business strategy and plans and objectives of management for future operations, including, among others, statements regarding expected growth, future capital expenditures, capital allocation and debt service obligations, and the anticipated impact on our business. Some of the forward-looking statements can be identified by the use of forward-looking terms such as “believes,” “expects,” “may,” “will,” “shall,” “should,” “would,” “could,” “seeks,” “aims,” “projects,” “is optimistic,” “intends,” “plans,” “estimates,” “anticipates” or the negative versions of these words or other comparable terms.

Forward-looking statements are subject to known and unknown risks and uncertainties, many of which may be outside our control. We caution you that forward-looking statements are not guarantees of future performance or outcomes and that actual performance and outcomes, including, without limitation, our actual results of operations, financial condition and liquidity, and the development of the market in which we operate, may differ materially from those made in or suggested by the forward-looking statements contained in this press release.

Additional information concerning these and other factors can be found in our filings with the Securities and Exchange Commission. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the foregoing cautionary statements. All such statements speak only as of the date made and, except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events, or otherwise.

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