

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 19, 2024

PHINIA INC.

(Exact name of registrant as specified in its charter)

Delaware

001-41708

92-2483604

State or other jurisdiction of
Incorporation or organization

Commission File No.

(I.R.S. Employer
Identification No.)

3000 University Drive Auburn Hills, Michigan

48326

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (248) 732-1900

(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

PHIN

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.

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

On June 19, 2024, the Board of Directors (the “Board”) of PHINIA Inc. (the “Company”) increased the size of the Board from seven to eight members and elected Meggan M. Walsh to fill the resulting vacancy, each effective July 1, 2024 (the “Effective Date”). The Board has affirmatively determined that Ms. Walsh, age 60, is an independent director under New York Stock Exchange listing standards and the Company’s independence requirements, as set forth in its Corporate Governance Guidelines.

There are no arrangements or understandings between Ms. Walsh and any other person pursuant to which she was selected as a director, and there are no relationships or transactions to which Ms. Walsh (or any member of her immediate family) is a party that would require disclosure under Item 404(a) of Regulation S-K.

As of the Effective Date, Ms. Walsh will participate in the Company’s non-employee director compensation program described in the Company’s proxy statement for its 2024 Annual Meeting of Shareholders, which was filed with the Securities and Exchange Commission on March 27, 2024. Ms. Walsh’s annual equity award pursuant to the non-employee director compensation program and her Board committee appointment will be approved by the Board at a later date.

A copy of the press release announcing the election of Ms. Walsh to the Board is attached as Exhibit 99.1 hereto and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits. The following exhibits are being filed as part of this Report.

Exhibit Number	Description
99.1	Press release issued by PHINIA Inc. dated June 25, 2024
104.1	The cover page from this Current Report on Form 8-K, formatted as Inline XBRL

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.

PHINIA Inc.

Date: June 25, 2024

By: /s/ Robert Boyle

Name: Robert Boyle

Title: Vice President, General Counsel and Secretary

PHINIA Elects Meggan M. Walsh to Board of Directors

Auburn Hills, Michigan, June 25, 2024 – PHINIA Inc. (“PHINIA” or the “Company”) (NYSE: PHIN), a leader in premium fuel systems, electrical systems, and aftermarket products, today announced that its Board of Directors has elected Meggan M. Walsh to the Board, effective July 1, 2024. Ms. Walsh’s Board committee appointment will be approved by the Board at a later date.

Ms. Walsh, 60, most recently served as a Senior Portfolio Manager and Head, Dividend Value with Invesco Ltd., a global independent investment management firm, and brings 35 years of investor leadership experience to the Board. At Invesco, Ms. Walsh led responsibility for investments and capital allocation across sectors in the Dividend Value team portfolios. Team assets she was directly responsible for grew significantly during her tenure, driving higher revenue growth. As an investor with a long-term focus, Ms. Walsh assessed companies’ strategic positioning, industry fundamentals, regulatory requirements, and total return potential through extensive financial modeling. She also analyzed the effectiveness of corporate actions, including restructuring, recapitalizations, and spin-offs. Ms. Walsh’s skillset includes significant capital markets experience and merger and acquisition analysis.

Rohan Weerasinghe, PHINIA’s independent Chair of the Board, commented, “We are pleased to welcome Meggan to the PHINIA Board of Directors. Meggan has extensive leadership experience in both fixed income and equity portfolio management, with a particular focus on Industrials. She brings an investor perspective to the Board and will contribute significantly to the Board’s understanding of investor expectations surrounding capital allocation, disciplined investments, shareholder returns, and oversight of risk management within a complex, global organization.”

About PHINIA

PHINIA is an independent, market-leading, premium solutions and components provider with over 100 years of manufacturing expertise and industry relationships, with a strong brand portfolio that includes DELPHI®, DELCO REMY® and HARTRIDGE®. With over 13,000 employees across 44 locations in 20 countries, PHINIA is headquartered in Auburn Hills, Michigan, USA.

Across commercial vehicles and industrial applications (heavy-duty and medium-duty trucks, off-highway construction, marine, aviation, and agricultural), and light vehicles (passenger cars, trucks, vans and sport-utility), we develop fuel systems, electrical systems and aftermarket solutions designed to keep combustion engines operating at peak performance, while at the same time investing in advanced technologies to unlock the potential of alternative fuels.

By providing what the market needs today to become more efficient and sustainable, while also developing innovative products and solutions to contribute to a lower carbon mobility, we are the partner of choice for a diverse array of commercial vehicle, industrial, light vehicle and aftermarket customers – powering our shared journey toward a cleaner tomorrow.

(DELCO REMY is a registered trademark of General Motors LLC, licensed to PHINIA Technologies Inc.)

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