
Section 1: 8-K (8-K)

**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 9, 2018**

SUMMIT MATERIALS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36873
(Commission
File Number)

47-1984212
(IRS Employer
Identification No.)

1550 Wynkoop Street, 3rd Floor
Denver, Colorado
(Address of Principal Executive Offices)

80202
(Zip Code)

(303) 893-0012
(Registrant's telephone number, including area code)

Not Applicable
(Former Name or 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))

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.

Election of Directors

On August 9, 2018, the Board of Directors (the “Board”) of Summit Materials, Inc. (the “Company”) increased the size of the Board from eight to ten members and appointed Anne M. Cooney and Susan A. Ellerbusch as new independent directors, effective immediately, to fill the resulting vacancies. The Board affirmatively determined that Ms. Cooney and Ms. Ellerbusch are independent under the guidelines for director independence set forth in the Company’s Corporate Governance Guidelines and under applicable New York Stock Exchange rules. Ms. Cooney will serve as a Class I director whose term will expire at the Company’s 2019 annual meeting of stockholders and Ms. Ellerbusch will serve as a Class III director whose term will expire at the Company’s 2021 annual meeting of stockholders. Ms. Cooney was also appointed to serve on the Compensation Committee of the Board (the “Compensation Committee”) and the Nominating and Corporate Governance Committee of the Board (the “Nominating and Corporate Governance Committee”) and Ms. Ellerbusch was also appointed to serve on the Audit Committee of the Board.

Ms. Cooney and Ms. Ellerbusch will each receive the Company’s standard compensation provided for directors who are not employees of the Company, which consists of an annual cash retainer of \$100,000, which will be prorated for service in 2018, and an annual equity award valued at \$125,000. In addition, the chairperson of the Board receives an additional \$150,000 in cash compensation, and the respective chairpersons of the Audit Committee, Compensation Committee and Corporate Governance and Nominating Committee (unless such chairperson is also the chairperson of the Board) receive an additional \$15,000, \$10,000 and \$10,000, respectively, in cash compensation. Directors who are not employed by the Company may also receive compensation, from time to time, for service on any special committees of the Board. The Company also reimburses directors for any reasonable expenses incurred by them in connection with services provided in such capacity.

Departure of Director

On August 9, 2018, Neil P. Simpkins informed the Company that he intends to resign from the Board, effective as of the close of business on December 29, 2018, the last day of the Company’s fiscal year. Mr. Simpkins’s decision to resign from the Board does not involve any disagreement on any matter relating to the Company’s operations, policies or practices. Effective upon Mr. Simpkins’s departure, the size of the Board will be reduced from ten to nine members.

Item 7.01. Regulation FD Disclosure.

A copy of the Company’s press release announcing the appointment of Ms. Cooney and Ms. Ellerbusch has been furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information included under Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of such section. The information in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, unless specifically incorporated by reference into any such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press Release of Summit Materials, Inc. dated August 9, 2018.](#)

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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.

SUMMIT MATERIALS, INC.

Date: August 9, 2018

By: /s/ Anne Lee Benedict
Name: Anne Lee Benedict
Title: Executive Vice President, Chief Legal Officer and Secretary

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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1



Summit Materials Announces Appointment of Anne M. Cooney and Susan A. Ellerbusch as Directors

Denver, Colorado (August 9, 2018)—Summit Materials, Inc. (NYSE: SUM), a leading vertically integrated construction materials company, today announced that its board of directors has appointed Anne M. Cooney and Susan A. Ellerbusch as new independent directors. With the appointment of Ms. Cooney and Ms. Ellerbusch, Summit's board now comprises ten members. Additionally, Summit announced today that Neil P. Simpkins will resign from the board of directors, effective at the end of the Company's fiscal year.

Howard Lance, Chairman of Summit, stated, "We want to thank Neil Simpkins for his immeasurable contributions over his years of service on the board. We are excited Anne and Sue have agreed to join the Summit board. Through her leadership roles with the General Electric Company, Aladdin Industries and Siemens, Anne brings a breadth and depth of experience in operations management, sourcing and marketing. Sue's management of Air Liquide's U.S. business, including its Large Industrials and Electronics divisions, have afforded her operational expertise that will be an invaluable asset to the Company."

Tom Hill, CEO of Summit, added, "I join Howard in thanking Neil for his advice to Summit since its founding. Neil has been an incredible resource for the Company over the years. Additionally, we are pleased to welcome Anne and Sue to our board of directors. Anne and Sue each brings a tremendous amount of leadership expertise and financial acumen to our board. I look forward to working with them both and the rest of our board as we look to expand upon the exciting growth opportunities for our business in 2018 and beyond."

Anne M. Cooney is an executive with decades of operational and commercial experience. Ms. Cooney is the current President of the Process Industries and Drives Division of Siemens Industry, Inc., based in Alpharetta, GA, a division of Siemens AG, a multinational conglomerate primarily engaged in industrial engineering, electronics, energy, healthcare and infrastructure activities. In this role, Ms. Cooney leads operational and commercial activities for a portfolio of Siemens products and services across process automation, low and medium voltage motors and drives. Since joining Siemens in 2001, Ms. Cooney has also served as Chief Operating Officer for Siemens Healthcare's Diagnostics division from 2011 to 2014 and as President, Drives Technologies Division, Siemens Industry, Inc., from 2009 to 2011. Additionally, Ms. Cooney was Vice President of Manufacturing at Aladdin Industries and held key managerial positions with the General Electric Company. Ms. Cooney also serves on the Board of Directors of The Manitowoc Company, Inc. and is a member of its audit and compensation committees. She previously served on the boards of the Machinery and Allied Products Institute. Ms. Cooney has a Bachelor of Science degree in Industrial Management from Gannon University and an MBA from Emory University.

Susan A. Ellerbusch has a 25-year tenure in the chemicals and energy industries and her experiences span chemicals, refining and marketing and biofuels. Since June 2017, Ms. Ellerbusch has served as CEO of Air Liquide USA LLC, the U.S. subsidiary of Air Liquide S.A., a world leader in gases, technologies and services for industry and health, with a presence in 80 countries and more than 3 million customers and patients. As head of Air Liquide's operations in the U.S., Ms. Ellerbusch leads the company's Large Industrials and Electronics businesses. Ms. Ellerbusch joined Air Liquide in September 2015 as President of Air Liquide Large Industrials U.S., where she led the restructuring of the business to enable a greater focus on operational performance and customer engagement. Prior to Air Liquide, Ms. Ellerbusch worked at British Petroleum, or BP, where she held roles of increasing leadership and most recently served as

President, BP Biofuels North America from 2008 to 2015. Ms. Ellerbusch has a Bachelor of Science degree in genetics from the University of Illinois Urbana-Champaign and an MBA from the University of Illinois Chicago.

About Summit Materials

Summit Materials is a leading vertically integrated materials-based company that supplies aggregates, cement, ready-mix concrete and asphalt in the United States and British Columbia, Canada. Summit is a geographically diverse, materials-based business of scale that offers customers a single-source provider of construction materials and related downstream products in the public infrastructure, residential and nonresidential, and end markets. Summit has a strong track record of successful acquisitions since its founding and continues to pursue growth opportunities in new and existing markets.

For more information about Summit Materials, please visit www.summit-materials.com.

Cautionary Statement Regarding Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of the federal securities laws, which involve risks and uncertainties.

Forward-looking statements include all statements that do not relate solely to historical or current facts, and you can identify forward-looking statements because they contain words such as “believes,” “expects,” “may,” “will,” “should,” “seeks,” “intends,” “trends,” “plans,” “estimates,” “projects” or “anticipates” or similar expressions that concern our strategy, plans, expectations or intentions. These forward-looking statements are subject to risks, uncertainties and other factors that may cause our actual results, performance or achievements to be different from future results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are subject to risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. We derive many of our forward-looking statements from our operating budgets and forecasts, which are based upon many detailed assumptions. While we believe that our assumptions are reasonable, it is very difficult to predict the effect of known factors, and, of course, it is impossible to anticipate all factors that could affect our actual results.

In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by us or any other person that the results or conditions described in such statements or our objectives and plans will be realized. Important factors could affect our results and could cause results to differ materially from those expressed in our forward-looking statements, including but not limited to the factors discussed in the section entitled “Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017. Such factors may be updated from time to time in our periodic filings with the Securities and Exchange Commission (“SEC”), which are accessible on the SEC’s website at www.sec.gov. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as required by law.

Contact:

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