

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): February 9, 2024



Ascent Industries Co.

(Exact name of registrant as specified in its charter)

Delaware <i>(State or other jurisdiction of incorporation or organization)</i>	0-19687 <i>(Commission File Number)</i>	57-0426694 <i>(I.R.S. Employer Identification No.)</i>
1400 16th Street, Suite 270, Oak Brook, Illinois <i>(Address of principal executive offices)</i>	(630) 884-9181 <i>(Registrant's telephone number, including area code)</i>	60523 <i>(Zip Code)</i>

Inapplicable

(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 (see General Instruction A.2. below):

- 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 exchange on which registered</u>
Common Stock, par value \$1.00 per share	ACNT	NASDAQ Global Market

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 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §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.

(b), (c) & (d) Chief Executive Officer; Chief Financial Officer; Director

On February 10, 2024, Ascent Industries Co (“Ascent” or the “Company”) appointed Ascent Chemicals’ President J. Bryan Kitchen as Ascent’s CEO and Ascent Chemicals’ Vice President of Financial Planning and Analysis Ryan Kavalauskas as Ascent’s CFO. Mr. Kitchen, 49 succeeds President and CEO Chris Hutter, who will remain on the Company’s board of directors. Mr. Kavalauskas, 40 succeeds William “Bill” Steckel, who resigned from the Company on February 9, 2024 to pursue other opportunities.

Mr. Kitchen joined the Company in September 2023, as President of Ascent’s Chemicals division and has nearly two decades of senior leadership experience in the chemicals industry. Prior to joining Ascent, Mr. Kitchen most recently served as President and CEO of Clearon Corp., from May 2018 until September 2022. In his extensive career, Mr. Kitchen also served as North American President of XFINGA USA Corporation (January 2017 – May 2018) and Vice President, Business Operations for Advancion Corporation (f/k/a Angus Chemical Corporation) (July 2014 – August 2016).

Mr. Kitchen will receive an annual base salary of \$500,000. Starting with the year ending December 31, 2024, Mr. Kitchen will be eligible for an annual cash bonus with a target of 100% of annual base salary (pro-rated for 2024) and long-term incentive compensation in the form of equity awards, both subject to the terms of the Company’s incentive and equity stock plans. The Company will make a one-time restricted stock grant to Mr. Kitchen with a fair market value of \$250,000 as of the date of grant, with one-half of such grant to vest on an annual basis pro rata over the three years following the grant date and the remainder of such grant to vest based on the Company’s common stock achieving certain specified prices per share.

On February 14, 2024, the Board of Directors of the Company (the “Board”), upon the recommendation of the Corporate Governance Committee of the Board, approved a resolution increasing the size of the Board from five to six directors. Concurrently, the Board, upon the recommendation of the Corporate Governance Committee of the Board, unanimously approved the appointment of Mr. Kitchen as a director of the Company, to serve from February 14, 2024, until the next Annual Meeting of Stockholders or until his successor is duly elected and qualified or until his earlier death, resignation or removal. It is not currently anticipated that Mr. Kitchen will serve on any committees of the Board.

Mr. Kitchen will not receive any separate fees or compensation for his services as a director of the Company. We also intend to enter into our standard form of indemnification agreement with Mr. Kitchen, which will obligate us to indemnify him to the fullest extent permitted by Delaware law.

Mr. Kavalauskas joined the Company in February 2024, as vice president of financial planning and analysis for Ascent Chemicals. Prior to joining Ascent, Mr. Kavalauskas most recently served as CFO of Clearon Corp., from December 2018 until November 2022. In his extensive career, Mr. Kavalauskas also served as Assistant Treasurer and FP&A for Advancion Corporation (f/k/a Angus Chemical Corporation) (December 2015 – December 2018).

Mr. Kavalauskas will receive an annual base salary of \$350,000. Starting with the year ending December 31, 2024, Mr. Kavalauskas will be eligible for an annual cash bonus with a target of 50% of annual base salary (pro-rated for 2024) and long-term incentive compensation in the form of equity awards, both subject to the terms of the Company’s incentive and equity stock plans. The Company will make a one-time restricted stock grant to Mr. Kavalauskas with a fair market value of \$150,000 as of the date of grant, with one-half of such grant to vest on an annual basis pro rata over the three years following the grant date and the remainder of such grant to vest based on the Company’s common stock achieving certain specified prices per share.

The Company confirms that (1) there is no family relationship between Mr. Kitchen nor Mr. Kavalauskas and any director or executive officer of the Company, (2) there was no arrangement or understanding between Mr. Kitchen nor Mr. Kavalauskas and any other person pursuant to which each was elected to his position with the Company, and (3) there is no transaction between Mr. Kitchen nor Mr. Kavalauskas and the Company that would require disclosure under Item 404(a) of Regulation S-K.

The foregoing compensation terms and certain other terms of employment are set forth in an Offer of Employment to each of Mr. Kitchen and Mr. Kavalauskas dated as of February 10, 2024, copies of which are attached hereto as Exhibits 10.1 and 10.2 and are incorporated herein by reference.

A press release announcing Mr. Kitchen’s and Mr. Kavalauskas’ appointment is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit Number

Description of Exhibit

10.1	Offer Letter from the Company to J. Bryan Kitchen dated February 10, 2024
10.2	Offer Letter from the Company to Ryan Kavalauskas dated February 10, 2024
99.1	Press Release dated February 14, 2024

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on behalf by the undersigned hereunto duly authorized.

Dated: February 15, 2024

ASCENT INDUSTRIES CO.

By: /s/ J. Bryan Kitchen

J. Bryan Kitchen

President and Chief Executive Officer



February 10, 2024

J. Bryan Kitchen

Dear Bryan,

On behalf of Ascent Industries Co. ("Ascent or "Company"), I am pleased to offer you the position of Chief Executive Officer, reporting to the Board of Directors of Ascent. We are very excited to have you accept our offer and believe you will continue being a key member of Ascent's leadership team as we grow the company.

Unless we agree otherwise in writing, you will commence your responsibilities in this role no later than February 12, 2024.

Compensation & Performance Review

Your annualized salary will be \$500,000 payable in accordance with the Company's standard payroll practice and subject to applicable withholding and taxes. Your position is exempt from overtime pay and your salary will compensate you for all hours worked. You will receive periodic performance reviews at which time we will evaluate your performance, position and compensation with no guarantee of change at any time.

Bonus

You will be eligible for annual bonuses under the terms set forth by the Company's Compensation Committee of the Board of Directors. The Company executive bonus plan is comprised of both short and long-term incentive payments, and both are subject to Ascent meeting certain financial and operational performance targets each year, as set by the Company's Board of Directors.

Short-Term Incentive compensation (STI) may include potential cash and/or equity awards (at Company's discretion). The STI target will be 100% of annual base salary. STI award is subject to Ascent meeting defined financial and operational performance targets each year and is contingent upon Board approval. Your eligibility for the STI compensation plan begins for the 2024 calendar year period and you will be eligible to receive a pro-rated target amount of STI for 2024. Bonuses are not considered earned until the date approved by the Board and paid. You must be an employee of Ascent on the date of payment in order to be eligible.

Long-Term Incentive compensation (LTI) is a potential equity award in the form of Ascent stock. The LTI target will be set annually by the Compensation Committee. LTI is expected to be split evenly between Restricted Stock Units (RSU), and Performance Based Stock Units (PSU).

Equity grant

You will be granted Restricted Stock Units valued at \$250,000 at the date of grant. One-half (50%) of the Restricted Stock Units will vest in equal annual amounts over a 3-year period with one-third of such amount vesting on each of the first three anniversary dates of your first date of employment. The remaining one-half (50%) will vest in three equal installments if or when the 30 day volume weighted average stock price (VWAP) for Ascent stock reaches a per share price of: \$13, \$16, and \$19.

1400 16th Street, Suite 270 | Oak Brook, IL 60523-1801
Phone: +1.630.884.9181 | Web: ascentco.com

Benefits

As an executive you do not have constraints around the amount of PTO (Paid Time Off) days available to you. Timing is dependent on your reporting executive's approval. During the term of your employment as a full-time employee, you will be entitled to participate in both the health benefits and our 401(k) plan, pursuant to the terms of any such plans and/or any applicable waiting period.

Employment-at-Will

If you accept our offer of employment, you will be an employee-at-will, meaning that either you or the Company may terminate our relationship at any time for any reason, with or without cause. Any statements to the contrary that may have been made to you, or that may be made to you, by the Company, its agents, or representatives are superseded by this offer letter. This letter serves only as an offer of employment and does not constitute a contract of employment.

Additional Provisions

If you accept this offer, the terms described in this letter will be the terms of your employment. This letter supersedes any previous discussions or offers. Any additions to, or modifications of these terms must be in writing and signed by you and an officer of Ascent. Please evidence your acceptance of this offer by signing in the space provided below and returning it to me via email (ben@privetfund.com).

This offer shall remain binding on Ascent and in full effect through February 12, 2024.

We are very excited about the possibility of you joining us, and we look forward to a productive and mutually beneficial working relationship.

Please let me or our Chief Legal Officer, Doug Tackett (dtackett@ascentco.com) know if we can answer any questions for you about any conditions outlined in this letter.

Sincerely,

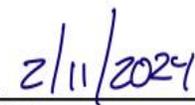


Ben Rosenzweig
Executive Chairman
Ascent Industries, Co.

Acceptance of Job Offer:



J. Bryan Kitchen



Date

JBK: As discussed, all other terms & conditions from the Employment Agreement dated September 14, 2023 remain unchanged unless specifically modified within this amendment.





February 10, 2024

Ryan Kavalauskas

Dear Ryan,

On behalf of Ascent Industries Co. ("Ascent or "Company"), I am pleased to offer you the position of Chief Financial Officer, reporting to the CEO of Ascent. We are very excited to have you accept our offer and believe you will continue being a key member of Ascent's leadership team as we grow the company.

Unless we agree otherwise in writing, you will commence your responsibilities in this role no later than February 12, 2024.

Compensation & Performance Review

Your annualized salary will be \$350,000 payable in accordance with the Company's standard payroll practice and subject to applicable withholding and taxes. Your position is exempt from overtime pay and your salary will compensate you for all hours worked. You will receive periodic performance reviews at which time we will evaluate your performance, position and compensation with no guarantee of change at any time.

Bonus

You will be eligible for annual bonuses under the terms set forth by the Company's Compensation Committee of the Board of Directors. The Company executive bonus plan is comprised of both short and long-term incentive payments, and both are subject to Ascent meeting certain financial and operational performance targets each year, as set by the Company's Board of Directors.

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Equity grant

You will be granted Restricted Stock Units valued at \$150,000 at the date of grant. One-half (50%) of the Restricted Stock Units will vest in equal annual amounts over a 3-year period with one-third of such amount vesting on each of the first three anniversary dates of your first date of employment. The remaining one-half (50%) will vest in three equal installments if or when the 30 day volume weighted average stock price (VWAP) for Ascent stock reaches a per share price of: \$13, \$16, and \$19.

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Employment-at-Will

If you accept our offer of employment, you will be an employee-at-will, meaning that either you or the Company may terminate our relationship at any time for any reason, with or without cause. Any statements to the contrary that may have been made to you, or that may be made to you, by the Company, its agents, or representatives are superseded by this offer letter. This letter serves only as an offer of employment and does not constitute a contract of employment.

Additional Provisions

If you accept this offer, the terms described in this letter will be the terms of your employment. This letter supersedes any previous discussions or offers. Any additions to, or modifications of these terms must be in writing and signed by you and an officer of Ascent. Please evidence your acceptance of this offer by signing in the space provided below and returning it to me via email (ben@privetfund.com).

This offer shall remain binding on Ascent and in full effect through February 12, 2024.

We are very excited about the possibility of you joining us, and we look forward to a productive and mutually beneficial working relationship.

Please let me or our Chief Legal Officer, Doug Tackett (dtackett@ascentco.com) know if we can answer any questions for you about any conditions outlined in this letter.

Sincerely,



Ben Rosenzweig
Executive Chairman
Ascent Industries, Co.

Acceptance of Job Offer:



Ryan Kavalas

02/11/2024

Date





Ascent Industries Promotes New Executive Management Team

Ascent Chemicals President Bryan Kitchen and Ascent Chemicals VP of FP&A Ryan Kavalauskas Tapped as Ascent's New CEO and CFO, Respectively

New Executives Poised to Continue Positioning Ascent to Capitalize on Profitable Long-Term Growth Opportunities in the Specialty Chemicals Industry

Oak Brook, Illinois, February 14, 2024 – Ascent Industries Co. (Nasdaq: ACNT) (“Ascent” or the “Company”), an industrials company focused on the production and distribution of specialty chemicals and industrial tubular products, has announced the promotion of Ascent Chemicals’ President J. Bryan Kitchen to Ascent’s CEO and Ascent Chemicals’ Vice President of Financial Planning and Analysis Ryan Kavalauskas to Ascent’s CFO. Mr. Kitchen succeeds President and CEO Chris Hutter, who will remain on the Company’s board of directors. Mr. Kavalauskas succeeds CFO Bill Steckel, who will be leaving the Company to pursue other opportunities.

“As we continue to make progress towards our long-term strategic goals for Ascent, I’m pleased to announce the promotions of Bryan and Ryan to lead the Company,” said Ascent’s Executive Chairman Ben Rosenzweig. “Since taking the helm of Ascent Chemicals last year, Bryan has made notable progress improving the operational performance of the business, with Ryan recently playing an integral role leading all financial planning and analysis across the organization. We are excited by the opportunities to continue profitably scaling our specialty chemicals business, and we are eager to have two proven industry leaders drive our Company forward.

“I’d also like to thank Chris and Bill for their contributions to Ascent. Chris was instrumental in the early innings of our transformation strategy and has done an exceptional job positioning the Company for long-term success, including the most recent value-maximizing sale of Specialty Pipe and Tube for \$55 million. We look forward to continue having his strategic input as a board member and his support as a major shareholder. Bill played a key role over the past year implementing the necessary financial controls to drive long-term profitability, and we wish him the best of luck in his future endeavors.”

Mr. Kitchen served as president of Ascent Chemicals since September 2023 and has nearly two decades of senior leadership experience in the chemicals industry. He previously served in executive and leadership roles for notable companies, such as Clearon Corp., Xingfa USA, and The Dow Chemical Company (NYSE: DOW).

Mr. Kavalauskas served as vice president of financial planning and analysis for Ascent Chemicals. Prior to Ascent, he was the CFO and Treasurer of Clearon Corp., serving alongside Mr. Kitchen, who was president, CEO and chairman at the time. Mr. Kavalauskas also led the FP&A and treasury activities for Advancion Chemical Company, a carve-out from Dow that was also led by Mr. Kitchen during his tenure.

About Ascent Industries Co.

Ascent Industries Co. (Nasdaq: ACNT) is a company that engages in a number of diverse business activities including the production of stainless steel pipe and tubing and the production of specialty chemicals. For more information about Ascent, please visit its website at www.ascentco.com.

Forward-Looking Statements

This press release may include "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and other applicable federal securities laws. All statements that are not historical facts are forward-looking statements. Forward looking statements can be identified through the use of words such as "estimate," "project," "intend," "expect," "believe," "should," "anticipate," "hope," "optimistic," "plan," "outlook," "should," "could," "may" and similar expressions. The forward-looking statements are subject to certain risks and uncertainties which could cause actual results to differ materially from historical results or those anticipated. Readers are cautioned not to place undue reliance on these forward-looking statements and to review the risks as set forth in more detail in Ascent Industries Co.'s Securities and Exchange Commission filings, including our Annual Report on Form 10-K, which filings are available from the SEC or on our website. Ascent Industries Co. assumes no obligation to update any forward-looking information included in this release.

Company Contact

Ryan Kavalauskas
Chief Financial Officer
1-630-884-9181

Investor Relations

Cody Slach and Cody Cree
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ACNT@gateway-grp.com