

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 6, 2025



Ascent Industries Co.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	0-19687 (Commission File Number)	57-0426694 (I.R.S. Employer Identification No.)
20 N. Martingale Rd, Suite 430, Schaumburg, Illinois (Address of principal executive offices)	(630) 884-9181 (Registrant's telephone number, including area code)	60173 (Zip Code)
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 2.02. Results of Operations and Financial Condition

On August 6, 2025, Ascent Industries Co. ("the Company") issued a press release announcing financial information for its second quarter ended June 30, 2025. The press release is attached as Exhibit 99.1 to this Form 8-K and is furnished to, but not filed with, the Commission.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
<u>99.1</u>	<u>Ascent Industries Co. Press Release dated August 6, 2025</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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: August 6, 2025

Ascent Industries Co.

By: /s/ Ryan Kavalauskas

Ryan Kavalauskas

Chief Financial Officer



Ascent Industries Reports Second Quarter 2025 Results

Schaumburg, Illinois, August 6, 2025 – Ascent Industries Co. (Nasdaq: ACNT) (“Ascent” or the “Company”), a specialty chemicals platform focused on the development, production, and distribution of tailored, performance-driven chemical solutions, is reporting its results for the second quarter ended June 30, 2025.

Second Quarter 2025 Summary¹

<i>(in millions, except per share and margin)</i>	Q2 2025	Q2 2024	Change
Net Sales	\$18.7	21.5	(13.0)%
Gross Profit	\$4.9	\$2.8	73.0%
Gross Profit Margin	26.1%	13.1%	1,298bps
Net Loss	\$(2.4)	\$(1.5)	60.0%
Diluted Loss per Share	\$(0.25)	\$(0.14)	78.6%
Adjusted EBITDA	\$(0.3)	\$(0.3)	-\$52K
Adjusted EBITDA Margin	(1.8)%	(1.3)%	-50bps

¹On April 4, 2025, the Company closed on a transaction to sell substantially all of the assets of Bristol Metals, LLC (“BRISMET”). On June 30, 2025, the Company closed on a transaction to sell substantially all of the assets of American Stainless Tubing, Inc (“ASTI”). As a result, financial results from BRISMET and ASTI have been categorized into discontinued operations.

Management Commentary

“In Q2 2025, we delivered on our portfolio-optimization commitments—completing the sale of BRISMET in April and ASTI in June—to fully transform Ascent into a pure-play specialty chemicals company,” said Bryan Kitchen, CEO of Ascent Industries.

“Even amid muted end-market demand and navigating two divestitures, our team delivered \$4.9 million in gross profit from continuing operations in Q2 2025, lifting gross margin to 26.1%—up 1,298 basis points versus 13.1% in Q2 2024 and up 888 basis points versus 17% in Q1 2025— improvements reflective of our relentless focus on cost management, strategic sourcing, and ongoing product-line optimization.”

“We are energized by a growing pipeline of high-quality growth opportunities and remain committed to driving durable value for our shareholders. Underscoring our confidence and commitment, we repurchased 644,171 shares—about 6% of our outstanding stock—in Q2 2025, returning cash directly to shareholders.”

Second Quarter 2025 Financial Results

Net sales from continuing operations were \$18.7 million compared to \$21.5 million in the second quarter of 2024. The decline was a result of lower volume partially offset by increased average selling prices.

Gross profit from continuing operations increased 73.0% to \$4.9 million, or 26.1% of net sales, compared to \$2.8 million, or 13.1% of net sales, in the second quarter of 2024. The increase was primarily driven by continued cost management, improved strategic sourcing, and continued product line optimization.

Net loss from continuing operations increased to \$(2.4) million, or \$(0.25) diluted loss per share compared to a net loss from continuing operations of \$(1.5) million, or \$(0.14) diluted loss per share, in the second quarter of 2024. Excluding the one time asset impairment charge in the quarter, net loss from continuing operations decreased to \$(0.8) million.

Adjusted EBITDA remained flat to prior year at \$(0.3) million in the second quarter of 2025, with adjusted EBITDA margin decreasing to (1.8)% compared to (1.3)% in the prior year period. The decrease was primarily driven by the aforementioned decline in sales in the quarter.

On April 4, 2025, the Company closed on the sale of substantially all of the assets of Bristol Metals, LLC. ("BRISMET") for a transaction price of \$45 million in cash, subject to working capital and other closing adjustments. On June 30, 2025, the Company closed on a transaction to sell substantially all of the assets of American Stainless Tubing, Inc. ("ASTI") for a transaction price of \$16 million in cash, subject to working capital and other closing adjustments. As a result of these transactions, financial results from BRISMET and ASTI have been categorized into discontinued operations and the Company no longer has any operating tubular assets.

Liquidity

As of June 30, 2025, the Company had \$60.5 million in cash and cash equivalents, no debt outstanding under its revolving credit facilities and had \$13.4 million in availability under its revolving credit facility.

For the quarter ended June 30, 2025, the Company repurchased 644,171 shares at an average cost of \$12.15 per share for approximately \$7.8 million.

Conference Call

Ascent will hold a conference call today at 5:00 p.m. Eastern time to discuss its financial results for the second quarter ended June 30, 2025.

Ascent management will host the conference call, followed by a question-and-answer period.

Date: Wednesday, August 6, 2025

Time: 5:00 p.m. Eastern time

Live Call Registration Link: [Here](#)

Webcast Registration Link: [Here](#)

Please call the conference telephone number 5-10 minutes prior to the start time. An operator will register your name and organization. If you have any difficulty connecting with the conference call, please contact Gateway Group, Inc. at 1-949-574-3860

The conference call will also be broadcast live and available for replay via the webcast registration link above [here](#). The webcast will be archived for one year in the investor relations section of the Company's website at www.ascentco.com.

About Ascent Industries Co.

Ascent Industries Co. (Nasdaq: ACNT) is a specialty chemicals platform focused on the development, production, and distribution of tailored, performance-driven chemical solutions. 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.

Non-GAAP Financial Information

Financial statement information included in this earnings release includes non-GAAP (Generally Accepted Accounting Principles) measures and should be read along with the accompanying tables which provide a reconciliation of non-GAAP measures to GAAP measures.

Adjusted EBITDA is a non-GAAP financial measure that the Company believes is useful to investors in evaluating its results to determine the value of a company. An item is excluded in the measure if its periodic value is inconsistent and sufficiently material that not identifying the item would render period comparability less meaningful to the reader or if including the item provides a clearer representation of normalized periodic earnings. The Company excludes in Adjusted EBITDA two categories of items: 1) Base EBITDA components, including: interest expense, income taxes, depreciation and amortization, and 2) Material transaction costs including: goodwill impairment, asset impairment, gain on lease modification, stock-based compensation, non-cash lease cost, acquisition costs and other fees, shelf registration costs, loss on extinguishment of debt, retention costs and restructuring & severance costs from net income (loss).

Management believes that these non-GAAP measures are useful because they are key measures used by our management team to evaluate our operating performance, generate future operating plans and make strategic decisions as well as allow readers to compare the financial results between periods. Non-GAAP measures should not be considered as an alternative to any measure of performance or financial condition as promulgated under GAAP, and investors should consider the Company's performance and financial condition as reported under GAAP and all other relevant information when assessing the performance or financial condition of the Company. Non-GAAP measures have limitations as analytical tools, and investors should not consider them in isolation or as a substitute for analysis of the Company's results or financial condition as reported under GAAP.

Company Contact

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Chief Financial Officer
1-630-884-9181

Investor Relations

Ralf Esper
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Ascent Industries Co.
Condensed Consolidated Balance Sheets
(in thousands, except par value and share data)

	(Unaudited) June 30, 2025	December 31, 2024
Assets		
Current assets:		
Cash and cash equivalents	\$ 60,479	\$ 16,098
Accounts receivable, net of allowance for credit losses of \$1,067 and \$202, respectively	12,345	12,232
Advances and other receivables	5,352	52
Inventories	6,666	5,727
Prepaid expenses and other current assets	2,069	1,122
Current assets of discontinued operations	—	47,841
Total current assets	86,911	83,072
Property, plant and equipment, net	16,242	17,589
Right-of-use assets, operating leases, net	15,401	28,140
Intangible assets, net	3,139	3,445
Deferred charges, net	376	309
Other non-current assets, net	511	512
Long-term assets of discontinued operations	—	14,183
Total assets	\$ 122,580	\$ 147,250
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	\$ 5,197	\$ 6,836
Accrued expenses and other current liabilities	5,484	3,598
Current portion of note payable	1,084	369
Current portion of operating lease liabilities	1,016	1,495
Current portion of finance lease liabilities	301	293
Current liabilities of discontinued operations	—	9,756
Total current liabilities	13,082	22,347
Long-term portion of operating lease liabilities	18,823	29,972
Long-term portion of finance lease liabilities	862	1,015
Deferred income taxes	49	320
Other long-term liabilities	48	51
Total non-current liabilities	19,782	31,358
Total liabilities	\$ 32,864	\$ 53,705
Commitments and contingencies		
Shareholders' equity:		
Common stock, par value \$1 per share; 24,000,000 shares authorized; 9,430,183 and 10,072,590 shares outstanding as of June 30, 2025 and December 31, 2024, respectively	\$ 11,085	\$ 11,085
Capital in excess of par value	47,375	47,339
Retained earnings	48,912	44,919
	107,372	103,343
Less: cost of common stock in treasury - 1,654,920 and 1,012,513 shares, respectively	(17,656)	(9,798)
Total shareholders' equity	89,716	93,545
Total liabilities and shareholders' equity	\$ 122,580	\$ 147,250

Note: The condensed consolidated balance sheets at December 31, 2024 have been derived from the audited consolidated financial statements at that date.

Ascent Industries Co.
Condensed Consolidated Statements of Income (Loss) (Unaudited)

(\$ in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2024	2023
Net sales	\$ 18,652	\$ 21,468	\$ 36,486	\$ 41,764
Cost of sales	13,786	18,655	28,553	37,565
Gross profit	4,866	2,813	7,933	4,199
Selling, general and administrative	6,444	4,604	11,315	10,484
Acquisition costs and other	31	52	268	52
Asset impairments	1,622	—	1,622	—
Gain on lease modification	(544)	—	(544)	—
Operating loss from continuing operations	(2,687)	(1,843)	(4,728)	(6,337)
Other expense (income)				
Interest expense, net	(15)	72	99	199
Other, net	(136)	(93)	(285)	(212)
Loss from continuing operations before income taxes	(2,536)	(1,822)	(4,542)	(6,324)
Income tax benefit	(89)	(372)	(89)	(1,393)
Loss from continuing operations	(2,447)	(1,450)	(4,453)	(4,931)
Income (loss) from discontinued operations, net of tax	8,733	524	8,446	(1,488)
Net income (loss)	\$ 6,286	\$ (926)	\$ 3,993	\$ (6,419)
Net loss per common share from continuing operations:				
Basic	\$ (0.25)	\$ (0.14)	\$ (0.45)	\$ (0.49)
Diluted	\$ (0.25)	\$ (0.14)	\$ (0.45)	\$ (0.49)
Net income (loss) per common share from discontinued operations:				
Basic	\$ 0.90	\$ 0.05	\$ 0.85	\$ (0.15)
Diluted	\$ 0.90	\$ 0.05	\$ 0.85	\$ (0.15)
Net income (loss) per common share:				
Basic	\$ 0.65	\$ (0.09)	\$ 0.40	\$ (0.63)
Diluted	\$ 0.65	\$ (0.09)	\$ 0.40	\$ (0.63)
Weighted average shares outstanding:				
Basic	9,751	10,126	9,913	10,110
Diluted	9,751	10,126	9,913	10,110
Adjusted EBITDA ¹	\$ (335)	\$ (283)	\$ (802)	\$ (3,430)

¹The term Adjusted EBITDA is a non-GAAP financial measure that the Company believes is useful to investors in evaluating its results to determine the value of a company. An item is excluded in the measure if its periodic value is inconsistent and sufficiently material that not identifying the item would render period comparability less meaningful to the reader or if including the item provides a clearer representation of normalized periodic earnings. The Company excludes in Adjusted EBITDA two categories of items: 1) Base EBITDA components, including: interest expense, income taxes, depreciation and amortization, and 2) Material transaction costs including: goodwill impairment, asset impairment, gain on lease modification, stock-based compensation, non-cash lease cost, acquisition costs and other fees, retention costs and restructuring & severance costs from net income (loss). For a reconciliation of this non-GAAP measure to the most comparable GAAP equivalent, refer to the Reconciliation of Net Income (Loss) to Adjusted EBITDA.

Ascent Industries Co.
Consolidated Statements of Cash Flows (Unaudited)
(\$ in thousands)

	Six Months Ended June 30,	
	2025	2024
Operating activities		
Net income (loss)	\$ 3,993	\$ (6,419)
Income (loss) from discontinued operations, net of tax	8,446	(1,488)
Net loss from continuing operations	(4,453)	(4,931)
Adjustments to reconcile net income (loss) to net cash (used in) provided by operating activities:		
Depreciation expense	1,870	1,961
Amortization expense	306	347
Amortization of debt issuance costs	179	50
Asset impairments	1,622	—
Deferred income taxes	(90)	(1,393)
(Reduction of) provision for losses on accounts receivable	(506)	217
Non-cash lease expense	(1)	61
Stock-based compensation expense	222	360
Changes in operating assets and liabilities:		
Accounts receivable and advances	(4,908)	1,013
Inventories	(939)	2,338
Other assets and liabilities	(1,937)	(815)
Accounts payable	(1,712)	(89)
Accrued expenses	1,387	1,003
Accrued income taxes	19	630
Net cash (used in) provided by operating activities - continuing operations	(8,941)	752
Net cash provided by operating activities - discontinued operations	6,845	1,678
Net cash (used in) provided by operating activities	(2,096)	2,430
Investing activities		
Purchases of property, plant and equipment	(466)	(458)
Net cash used in investing activities - continuing operations	(466)	(458)
Net cash provided by (used in) investing activities - discontinued operations	54,425	(312)
Net cash provided by (used in) investing activities	53,959	(770)
Financing activities		
Borrowings from credit facilities	89,670	107,700
Proceeds from note payable	1,085	914
Payments on credit facilities	(89,670)	(107,700)
Payments on note payable	(370)	(359)
Principal payments on finance lease obligations	(144)	(148)
Repurchase of common stock	(8,044)	(320)
Net cash (used in) provided by financing activities - continuing operations	(7,473)	87
Net cash used in financing activities - discontinued operations	(19)	(3)
Net cash (used in) provided by financing activities	(7,492)	84
Decrease in cash and cash equivalents	44,371	1,744
Less: Cash and cash equivalents of discontinued operations	—	10
Cash and cash equivalents, beginning of period	16,108	1,841
Cash and cash equivalents, end of period	\$ 60,479	\$ 3,595

Ascent Industries Co.
Non-GAAP Financial Measures Reconciliation
Reconciliation of Net Income (Loss) to Adjusted EBITDA (Unaudited)
(\$ in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
(\$ in thousands)				
Consolidated				
Net loss from continuing operations	\$ (2,447)	\$ (1,450)	\$ (4,453)	\$ (4,931)
Adjustments:				
Interest expense, net	(15)	72	99	199
Income taxes	(89)	(372)	(89)	(1,393)
Depreciation	893	985	1,870	1,961
Amortization	153	179	306	348
EBITDA	(1,505)	(586)	(2,267)	(3,816)
Acquisition costs and other	31	52	268	52
Asset impairments	1,622	—	1,622	—
Gain on lease modification	(544)	—	(544)	—
Stock-based compensation	86	44	120	93
Non-cash lease expense	(25)	30	(1)	61
Retention expense	—	—	—	3
Restructuring and severance costs	—	177	—	177
Adjusted EBITDA	\$ (335)	\$ (283)	\$ (802)	\$ (3,430)
% sales	(1.8)%	(1.3)%	(2.2)%	(8.2)%
Specialty Chemicals				
Net income (loss)	\$ 1,499	\$ 409	\$ 2,237	\$ (1,049)
Adjustments:				
Interest expense, net	15	20	32	39
Depreciation	878	964	1,840	1,918
Amortization	153	179	306	348
EBITDA	2,545	1,572	4,415	1,256
Acquisition costs and other	—	—	92	—
Stock-based compensation	—	—	—	7
Non-cash lease expense	(5)	19	3	38
Restructuring and severance costs	—	109	—	109
Specialty Chemicals Adjusted EBITDA	\$ 2,540	\$ 1,700	\$ 4,510	\$ 1,410
% segment sales	13.6 %	7.9 %	12.4 %	3.4 %