

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): December 16, 2025



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>
20 N. Martingale Rd, Suite 430, Schaumburg, Illinois <i>(Address of principal executive offices)</i>	(630) 884-9181 <i>(Registrant's telephone number, including area code)</i>	60173 <i>(Zip Code)</i>
Not applicable <i>(Former name or former address if changed since last report)</i>		

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 8.01 Other Events

On December 16, 2025, the Company's Board of Directors authorized a new share repurchase program. The new share repurchase program allows for repurchase of up to 2.0 million shares of the Company's outstanding common stock over 24 months. The shares will be purchased from time to time at prevailing market prices, through open market or privately negotiated transactions, depending on market conditions. Under the program, the purchases will be funded from available working capital, and the repurchased shares will be returned to the status of authorized, but unissued shares of common stock or held in treasury. There is no guarantee as to the exact number of shares that will be repurchased by the Company, if any, and the Company may discontinue purchases at any time that management determines additional purchases are not warranted. On December 18, 2025, the Company issued a press release announcing the new share repurchase program which is included as Exhibit 99.1 hereto and is incorporated herein by reference

On December 19, 2025, Ascent Industries Co. (the “Company”) adopted a written trading plan under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (“Exchange Act”). The trading plan will include purchases up to the total amount of 2.0 million shares executed daily based on specified price targets. This written trading plan will take effect on December 19, 2025 and will cease on March 4, 2026.

Adopting a trading plan that satisfies the conditions of Rule 10b5-1 allows a company to repurchase its shares at times when it might otherwise be prevented from doing so due to self-imposed trading blackout periods or pursuant to insider trading laws. A broker selected by the Company will have the authority under the terms and limitations specified in the plan to repurchase shares on the Company’s behalf in accordance with the terms of the plan. After the expiration of the current trading plan, the Company may from time to time enter into subsequent trading plans under Rule 10b5-1 to facilitate the repurchase of its common stock pursuant to its stock repurchase program.

Information regarding stock repurchases will be available in the Company’s periodic reports on Form 10-Q and 10-K filed with the Securities and Exchange Commission as required by the applicable rules of the Exchange Act.

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 December 18, 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: December 19, 2025

ASCENT INDUSTRIES CO.

By: /s/ Ryan Kavalauskas

Ryan Kavalauskas

Chief Financial Officer



Ascent Industries Authorizes New 2.0 Million-Share Stock Repurchase Program

Schaumburg, Illinois, December 18, 2025 – Ascent Industries Co. (Nasdaq: ACNT) today announced that its Board of Directors has authorized a new stock repurchase program permitting the Company to repurchase up to 2.0 million shares of its common stock over a two-year period ending December 16, 2027.

Through the end of the third quarter of 2025, Ascent has repurchased approximately 7.2% of its outstanding shares based on its December 31, 2024 share count, reflecting active and disciplined execution of its capital allocation strategy.

The newly authorized program supersedes the Company's prior stock repurchase authorization approved on February 18, 2025, under which the Company has already repurchased nearly 75% of the authorized shares.

Under the new authorization, shares may be repurchased from time to time at management's discretion, subject to market conditions, through open-market purchases, privately negotiated transactions, or pursuant to Rule 10b5-1 trading plans, and in compliance with applicable securities laws.

"Today's authorization reflects our conviction that Ascent's current valuation does not fully reflect the earnings power of the business we are building," said Bryan Kitchen, President and Chief Executive Officer. "This new authorization provides us with meaningful flexibility over the next two years to continue repurchasing shares when we believe doing so represents the most attractive use of capital for our shareholders."

Kitchen added, "We remain committed to a balanced capital allocation strategy, investing in organic growth, maintaining balance-sheet strength, selectively pursuing M&A, and returning capital to shareholders when appropriate. At today's valuation, we believe share repurchases remain a compelling use of capital."

Under the program, the purchases will be funded from available working capital, and the repurchased shares will be returned to the status of authorized, but unissued shares of common stock or held in treasury. There is no guarantee as to the exact number of shares that will be repurchased by the Company, and the Company may discontinue purchases at any time that management determines additional purchases are not warranted. As of December 17, 2025, the Company had 9.38M shares outstanding.

Additional information about Ascent's chemical solutions and capabilities is available at www.ascentchem.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.

Company Contact

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