

**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 1, 2024

**DUCOMMUN INCORPORATED**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-08174  
(Commission  
File Number)

95-0693330  
(IRS Employer  
Identification No.)

200 Sandpointe Avenue, Suite 700,  
Santa Ana, California  
(Address of principal executive offices)

92707-5759  
(Zip Code)

Registrant's telephone number, including area code (657) 335-3665

N/A

(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))

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$.01 per share	DCO	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(d) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On February 1, 2024, the Board of Directors (the “Board”) of Ducommun Incorporated (the “Company”) appointed David B. Carter as a Class I Director, effective immediately, to serve for a term expiring at the annual meeting of stockholders in 2025 and until his successor is elected and qualified. In connection with Mr. Carter’s election to the Board, he has been appointed to serve as a member of its Innovation Committee.

In connection with his service as a director, Mr. Carter will be compensated on the same basis as other non-employee directors of the Company. Effective, January 1, 2024, the Company’s non-employee directors are paid a mix of cash and equity for their service on the Company’s Board, consisting of: an annual cash retainer of \$80,000 to be paid on a quarterly basis; an equity-based annual retainer in the form of restricted stock units for a number of shares equal to \$135,000; committee meeting fees of \$2,500 per meeting; an additional retainer for committee chair roles, ranging from \$7,500 to \$12,500; and an additional retainer for the lead independent director of \$30,000. In addition, Mr. Carter will receive a one-time grant of restricted stock units under the Company’s Amended and Restated 2020 Stock Incentive Plan, equal to 1,000 shares of restricted stock units. In connection with his appointment as a director, the Company has entered into its standard form of indemnification agreement with Mr. Carter, which among other things, requires the Company to indemnify Mr. Carter to the fullest extent permitted by the General Corporation Law of the State of Delaware in connection with any proceedings relating to his service as a director of the Company and to advance any expenses incurred by Mr. Carter in connection with any such proceedings.

The Company is unaware of any arrangements or understandings between Mr. Carter and any other person pursuant to which he was selected as a director of the Company and he has no direct or indirect material interest in any transaction or proposed transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

On February 5, 2024, the Company issued a press release regarding Mr. Carter’s election to the Board. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Forward-Looking Statements**

This Current Report on Form 8-K, including Exhibit 99.1 hereto, includes “forward-looking statements,” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which are intended to qualify for the “safe harbor” from liability under the Private Securities Litigation Reform Act. Forward-looking statements may be preceded by, followed by or include the words “could,” “may,” “will,” “believe,” “expect,” “anticipate,” “plan,” “estimate,” “intend,” or similar expressions. All statements other than statements of historical fact, including, without limitation, statements with respect to the expected contributions of the Company’s newly appointed director and similar expressions that concern the Company’s intentions or beliefs about future occurrences, expectations, or results are forward-looking statements. The Company bases these forward-looking statements on its current views with respect to future events and its financial performance. Actual results could differ materially from those projected in the forward-looking statements. These forward-looking statements are subject to risks, uncertainties and assumptions, including the occurrence of any event, change, or other circumstances that could give rise to those detailed from time to time in the Company’s periodic reports filed with the Securities and Exchange Commission, including those factors disclosed under “Risk Factors” in the Company’s reports filed with the Securities and Exchange Commission, including the Company’s Quarterly Reports on Form 10-Q, Annual Reports on Form 10-K, and Current Reports on Form 8-K. You should not place undue reliance on any forward-looking statements. You should understand that many important factors, including those discussed herein, could cause the Company’s results to differ materially from those expressed or suggested in any forward-looking statement. Except as required by law, the Company does not undertake any obligation to update or revise these forward-looking statements to reflect new information or events or circumstances that occur after the date of this Current Report, or to reflect the occurrence of unanticipated events or otherwise. Readers are advised to review the Company’s filings with the Securities and Exchange Commission (which are available from the SEC’s EDGAR database at [www.sec.gov](http://www.sec.gov)).

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Exhibit Title or Description</b>
99.1	<a href="#">Ducommun Incorporated press release issued on February 5, 2024</a>
104	Cover Page Interactive Data File (embedded within the inline XBRL document)

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.

DUCOMMUN INCORPORATED  
(Registrant)

Date: February 5, 2024

By: /s/ Rajiv A. Tata  
Rajiv A. Tata  
Vice President, General Counsel & Corporate Secretary

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## NEWS RELEASE

### DAVID B. CARTER JOINS DUCOMMUN INCORPORATED'S BOARD OF DIRECTORS

**SANTA ANA, California (February 5, 2024)** - Ducommun Incorporated (NYSE:DCO) announced today that its Board of Directors elected David B. Carter as an independent director of the company, effective February 1, 2024. Mr. Carter's appointment expands the number of directors on Ducommun's board to nine, eight of whom are independent. Mr. Carter will be a member of the company's Innovation Committee.

"We are thrilled that Dave will be joining our board of directors and look forward to his many contributions as we strengthen our team to support DCO's 2027 strategy of building more engineered products and aftermarket in our revenue mix," said Stephen G. Oswald, chairman, president and chief executive officer. "Dave has extensive engineering product leadership experience, especially leading multiple large scale engineering organizations at UTC, which is now RTX. Dave will be key to our efforts both organically and through acquisition to reach our 2027 commitments to our shareholders and will help ensure Ducommun's long-term success."

"I am both proud and honored to be joining the Ducommun Board of Directors," said Mr. Carter. "I look forward to working with their strong team of leaders to continue to advance the priorities of the business."

Mr. Carter is the retired Senior Vice President of Engineering, Pratt & Whitney Company, Inc., currently a subsidiary of RTX Corporation, a position he occupied for four years until his retirement in 2019. Previously, Mr. Carter was the Senior Vice President, Engineering, Operations and Quality at UTC Aerospace Systems from 2015 to 2016 and served as its Vice President, Engineering and Technology from 2012 to 2015. Mr. Carter's extensive knowledge of Tier 1 and 2 engineered product lines in the sector includes engines, electrical systems, aerostructures, actuation, brakes, sensors and controls, and he was involved in every aspect of product design, development and certification. He expertly managed supplier relationships and outsourcing partners, was responsible for expanding engineering team capabilities internationally and has extensive customer experience dealing with Boeing, Airbus and other original equipment manufacturers. Mr. Carter holds a Master of Science degree in Mechanical Engineering from the University of Virginia, Charlottesville.

#### About Ducommun Incorporated

Ducommun Incorporated delivers value-added innovative manufacturing solutions to customers in the aerospace, defense and industrial markets. Founded in 1849, the company specializes in two core areas – Electronic Systems and Structural Systems – to produce complex products and components for commercial aircraft platforms, mission-critical military and space programs, and sophisticated industrial applications. For more information, visit [Ducommun.com](http://Ducommun.com)

((more))

## **Forward Looking Statements**

*This press release includes “forward looking statements” within the meaning of the of the federal securities laws relating to Ducommun Incorporated as discussed above, including statements relating to Ducommun’s expectations relating to the contributions of its newly appointed director, its efforts to reach its 2027 commitments and similar expressions that concern Ducommun’s intentions or beliefs about future occurrences, expectations, or results. Forward looking statements are subject to risks, uncertainties and other factors that may change over time and may cause actual results to differ materially from those that are expected. It is very difficult to predict the effect of known factors, and Ducommun cannot anticipate all factors that could affect actual results that may be important to an investor. All forward-looking information should be evaluated in the context of these risks, uncertainties and other factors, including those factors disclosed under “Risk Factors” in our reports filed with the Securities and Exchange Commission, including the Company’s Quarterly Reports on Form 10-Q, Annual Reports on Form 10-K, and Current Reports on Form 8-K. The forward-looking statements included in this press release are made only as of the date of this press release, and Ducommun does not undertake any obligation to (and expressly disclaims any such obligation to) update the forward-looking statements to reflect subsequent events or circumstances.*

## **CONTACTS:**

Suman Mookerji, Senior Vice President, Chief Financial Officer, 657.335.3665

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