

**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): **May 29, 2018**

**HAYNES INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or organization)

**001-33288**  
(Commission File Number)

**06-1185400**  
(I.R.S. Employer Identification No.)

**1020 West Park Avenue**  
**Kokomo, Indiana**  
(Address of principal executive offices)

**46904-9013**  
(Zip Code)

Registrant's telephone number, including area code: **(765) 456-6000**

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 (17CFR240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17CFR240.13e-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.**

Mark M. Comerford, President and Chief Executive Officer and a director of Haynes International, Inc. (the “Company”), has informed the Board of Directors of the Company (the “Board”) of his intention to retire. In connection with Mr. Comerford’s retirement, Mr. Comerford and the Company entered into a Resignation and General Release Agreement (the “Retirement Agreement”). Under the Retirement Agreement, Mr. Comerford resigned from all positions he held as an officer or director of the Company or any of its subsidiaries and as a member of the Board effective as of May 29, 2018 (the “Resignation Date”) and will serve as an advisor to the Chief Executive Officer of the Company until September 30, 2018. Between the Resignation Date and September 30, 2018, Mr. Comerford will continue to receive his base salary at the same rate as in effect on the Resignation Date and will continue to participate in the employee health and welfare benefit plans offered by the Company to its employees, subject to the terms and conditions of such plans.

Under the Retirement Agreement, and subject to the terms thereof, following Mr. Comerford’s departure he will be entitled to (i) payment of earned but unpaid salary and reimbursement for outstanding reimbursable business expenses, (ii) cash payments totaling \$1,379,555, \$961,730 of which will be paid in equal installments during the 20 month period following his departure, (iii) exercise certain vested and exercisable stock options until the earlier of November 30, 2018 or the expiration date of such stock options, (iv) acceleration of vesting of a pro rata portion (based on service by Mr. Comerford from the grant date through the Resignation Date) of certain time-based restricted shares, (v) retention of his existing interest in a pro rata portion (based on service by Mr. Comerford from the grant date through the Resignation Date) of certain performance-based restricted stock awards and performance share awards, which awards shall remain subject to the conditions and restrictions, including the achievement of performance targets, set forth in the respective award agreements, and (vi) participate with his spouse in the Haynes International, Inc. Medical Plan for Retirees, subject to the terms and conditions of that plan. The Retirement Agreement provides for a general release of claims by Mr. Comerford in favor of the Company and certain non-competition, non-solicitation, non-disparagement, confidentiality and cooperation undertakings. The foregoing summary of the Retirement Agreement does not purport to be complete and is qualified in its entirety by reference to the Retirement Agreement, a copy of which will be filed with the Company’s report on Form 10-Q for the quarterly period ended June 30, 2018.

Effective as of May 29, 2018, the Company’s Board of Directors (the “Board”) appointed Michael L. Shor, age 58 interim President and Chief Executive Officer of the Company. Mr. Shor also will continue to serve in his role as Chairman of the Board of the Company. There are no arrangements or understandings between Mr. Shor and any other persons pursuant to which he was selected as an officer, and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404 (a) of Regulation S-K.

Mr. Shor has been a director of the Company since August 1, 2012. Mr. Shor retired as Executive Vice President—Advanced Metals Operations & Premium Alloys Operations of Carpenter Technology Corporation on July 1, 2011 after a thirty-year career with Carpenter Technology. At Carpenter, Mr. Shor held managerial positions in technology, marketing and operations before assuming full responsibility for the performance of the Company’s operating divisions. From November 2016 through February 2018, Mr. Shor was a member of the board of AG&E Holdings Inc. (OTC-QB: AGNU), a leading parts distributor and service provider to the casino and gaming industry. In connection with his appointment, Mr. Shor resigned as a member of the Corporate Governance and Nominating Committee of the Company’s Board. The Board believes Mr. Shor’s extensive management experience, and specific specialty materials experience, well situate him for his interim role as President and Chief Executive Officer and in his continuing role as Chairman of the Board.

Compensation arrangements for Mr. Shor in his role as interim President and Chief Executive Officer have not yet been determined.

**Item 7.01 Regulation FD Disclosure.**

On May 29, 2018, the Company issued a press release regarding Mr. Comerford's resignation and Mr. Shor's appointment. A copy of the press release is furnished as Exhibit 99.1 to this report. Exhibit 99.1 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 that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated May 29, 2018.

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release, dated May 29, 2018.</a>

**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.

Haynes International, Inc.

Date: May 29, 2018

By: /s/ Daniel W. Maudlin

Daniel W. Maudlin

Vice President—Chief Financial Officer

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# HAYNES International

## NEWS RELEASE

FOR IMMEDIATE RELEASE

Contact: Daniel Maudlin  
Vice President of Finance and Chief  
Financial Officer  
Haynes International, Inc.  
765-456-6102

### HAYNES INTERNATIONAL, INC. ANNOUNCES LEADERSHIP CHANGE

- Company to host conference call on May 29, 2018 at 9:00 a.m. ET

KOKOMO, IN, May 29, 2018 — Haynes International, Inc. (NASDAQ GM: HAYN) (the “Company”), a leading developer, manufacturer and marketer of technologically advanced high-performance alloys, announced today that Mark Comerford, President and Chief Executive Officer and a director of the company, has informed the Board of Directors of his intention to retire from those positions, remaining with the Company as an advisor through the end of the current fiscal year ending September 30, 2018.

Michael Shor, Chairman of the Board, will act as interim President and CEO commencing as of the date of this press release until the search for a new President and CEO is complete. Mr. Shor is a thirty-year veteran of the metals industry and has been a member of the Board of Directors of Haynes since 2012. In his last position as Executive Vice President of Carpenter Technology Corporation, Mr. Shor was responsible for the performance of Carpenter Technology’s operating divisions. In his advisory role, Mr. Comerford will assist Mr. Shor during this transition period.

Mr. Shor commented “The Board would like to express its appreciation to Mr. Comerford for his leadership while at Haynes. We look forward to continuing to strengthen the Company and its operations as we undertake a comprehensive search for a new CEO.”

Mr. Comerford commented “It has been a great privilege to work with the people and customers of Haynes over the past 10 years. We rebuilt the foundation of the business, and I’m proud of the work our people have done to develop the pipeline of products and applications that I believe will be critical as we look forward. I’ve known Mike Shor for almost 30 years, and I believe he is the right person to step into this role at Haynes. I will always be available to assist Mike and Haynes whenever I can be of service.”

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The Company will host a conference call beginning at 9:00 a.m. Eastern Time on Tuesday, May 29, 2018. Mr. Shor and Mr. Comerford will host the call and be available to answer questions. To participate, please dial the teleconferencing number shown below five minutes prior to the scheduled conference time.

Date: Tuesday, May 29, 2018

Time: 9:00 a.m. Eastern Time

Dial-in Numbers: **877-407-8033 (Domestic)**

**201-689-8033 (International)**

A live Webcast of the conference call will be available at [www.haynesintl.com](http://www.haynesintl.com).

For those unable to participate a teleconference replay will be available from Tuesday, May 29, 2018 at 11:00 a.m. Eastern Time, through 11:59 p.m. Eastern Time on June 28, 2019. To listen to the replay, please dial:

Replay Access: 877-481-4010

Conference: 33494

A replay of the Webcast will also be available at [www.haynesintl.com](http://www.haynesintl.com).

### **About Haynes International**

Haynes International, Inc. is a leading developer, manufacturer and marketer of technologically advanced, high performance alloys, primarily for use in the aerospace, industrial gas turbine and chemical processing industries.

### **Cautionary Note Regarding Forward-Looking Statements**

*This press release contains statements that constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, each as amended. All statements other than statements of historical fact made in this press release are forward-looking statements. Readers are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, including, without limitation, those risk factors set forth in Item 1A of the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission for the fiscal year ended September 30, 2017. Actual results may differ materially from those in the forward-looking statements as a result of various factors, many of which are beyond the Company's control. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.*