

**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 10, 2021



**CIRCOR INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation or organization)

**001-14962**

(Commission File Number)

**04-3477276**

(I.R.S. Employer  
Identification No.)

**30 CORPORATE DRIVE, SUITE 200**

**Burlington,**

**MA**

**01803-4238**

(Address of principal executive offices)

(Zip Code)

**(781) 270-1200**

(Registrant's telephone number, including area code)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.01 per share	CIR	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 2.02 Results of Operations and Financial Condition

On December 15, 2021, CIRCOR International, Inc. (the “Company” or “CIRCOR”) issued a press release in which it reaffirmed its financial outlook for the fourth quarter and full year 2021 and announced the transition described below in Item 5.02. A copy of the press release is attached as Exhibit 99.1 to this Form 8-K.

The information in this Item and Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities and Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any registration statement or other document filed under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by special reference in such filing.

## Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On December 10, 2021, Abhishek Khandelwal informed the Company of his intent to resign as Senior Vice President and Chief Financial Officer, effective December 31, 2021, in order to pursue an external opportunity. The Company has initiated a search process to identify a permanent CFO. In the interim, AJ Sharma, the Company’s current Senior Vice President, Business Development, will serve as the interim Chief Financial Officer, effective January 1, 2022.

## Safe Harbor Statement

This Form 8-K contains forward-looking statements within the meaning of Section 27 A of the Securities Act of 1933, as amended, and Section 21 E of the Securities Exchange Act of 1934, as amended. Reliance should not be placed on forward-looking statements because they involve unknown risks, uncertainties and other factors, which are, in some cases, beyond the control of CIRCOR. Any statements in this Form 8-K that are not statements of historical fact are forward-looking statements, including, but not limited to, those relating to CIRCOR's fourth-quarter and full year 2021 guidance. Actual events, performance or results could differ materially from the anticipated events, performance or results expressed or implied by such forward-looking statements. Important factors that could cause actual results to vary from expectations include, but are not limited to: our ability to respond to competitive developments and to grow our business, both domestically and internationally; changes in the cost, quality or supply of raw materials; our ability to comply with our debt obligations; our ability to successfully implement our acquisition, divestiture or restructuring strategies, including our integration of the Fluid Handling business; changes in industry standards, trade policies or government regulations, both in the United States and internationally; our ability to operate our manufacturing facilities at current or higher levels and respond to increases in manufacturing costs; and the duration and severity of the COVID-19 pandemic and its impact on the global economy. BEFORE MAKING ANY INVESTMENT DECISIONS REGARDING OUR COMPANY, WE STRONGLY ADVISE YOU TO READ THE SECTION ENTITLED "RISK FACTORS" IN OUR MOST RECENT ANNUAL REPORT ON FORM 10-K AND SUBSEQUENT REPORTS ON FORMS 10-Q, WHICH CAN BE ACCESSED UNDER THE "INVESTORS" LINK OF OUR WEBSITE AT WWW.CIRCOR.COM. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

## Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	CIRCOR Announces CFO Transition and Reaffirms Outlook for Fourth Quarter and Full Year 2021

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## 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.

**December 15, 2021**

**CIRCOR INTERNATIONAL, INC.**

/s/ Jessica W. Wenzell

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**Jessica W. Wenzell**

**General Counsel & Chief People Officer**

**CIRCOR Announces CFO Transition***Reaffirms Outlook for Fourth Quarter & Full Year 2021*

BURLINGTON, Mass.— December 15, 2021 – CIRCOR International, Inc. (NYSE: CIR), a leading provider of severe service flow control solutions and other highly engineered products for markets including industrial, aerospace and defense, today announced that Abhishek Khandelwal, Senior Vice President and Chief Financial Officer, plans to step down from CIRCOR effective December 31, 2021, in order to pursue an external opportunity. The Company has initiated a search process to identify a permanent CFO. AJ Sharma, currently CIRCOR's Senior Vice President, Business Development, will serve as the interim CFO.

“On behalf of the Board of Directors and everyone at CIRCOR, I want to thank Abhi for his financial leadership and contributions to CIRCOR, and we wish him the best in his future endeavors,” said Scott Buckhout, President & Chief Executive Officer of CIRCOR. “With AJ’s long tenure at CIRCOR, his extensive knowledge of our businesses, financial acumen and strong leadership, I have complete confidence he will successfully lead the team through this transition.”

Mr. Khandelwal said, “I have appreciated the opportunity to work with the talented and dedicated team at CIRCOR, including the strong finance team, and I wish them the best of the luck. I have great confidence in CIRCOR’s path forward.”

**Financial Outlook**

CIRCOR today reaffirmed its fourth quarter and full year 2021 financial outlook. In the fourth quarter, CIRCOR continues to expect organic revenue to increase by 1 to 3%, adjusted EPS of \$0.60 to \$0.65, and free cash flow conversion of 85 to 105% (\$10 to \$15 million). For the full year, CIRCOR continues to expect organic revenue to decrease by (2) to 0%, adjusted EPS of \$1.69 to \$1.74, and free cash flow conversion of 15 to 25% (\$4 to \$9 million).

**About CIRCOR International, Inc.**

CIRCOR International, Inc. is one of the world’s leading providers of mission critical flow control products and services for the Industrial and Aerospace & Defense markets. The Company has a product portfolio of market-leading brands serving its customers’ most demanding applications. CIRCOR markets its solutions directly and through various sales partners to more than 14,000 customers in approximately 100 countries. The Company has a global presence with approximately 3,100 employees and is headquartered in Burlington, Massachusetts. For more information, visit the Company’s investor relations website at <http://investors.circor.com>.

**Use of Non-GAAP Financial Measures**

Organic revenue, adjusted earnings per share, and free cash flow are non-GAAP financial measures. These non-GAAP financial measures are used by management in our financial and operating decision making because we believe they reflect our ongoing business and facilitate period-to-period comparisons. We believe these non-GAAP financial measures provide useful information to investors and others in understanding and evaluating CIRCOR’s current operating performance and future prospects in the same manner as management does if they so choose. These non-GAAP financial measures also allow investors and others to compare CIRCOR’s current financial results with CIRCOR’s past financial results in a

consistent manner. Reconciliations of our non-GAAP financial measures to the most directly comparable GAAP measures can be found in CIRCOR's earnings press releases and presentations.

### **Safe Harbor Statement**

This press release contains certain statements that are "forward-looking statements" as that term is defined under the Private Securities Reform Act of 1995 (the "Act"). The words "expect," "plan," "believe," "predict," "continue," and other expressions, which are predictions of or indicate future events and trends and which do not relate to historical matters, identify forward-looking statements, although not all forward-looking statements are accompanied by such words. We believe that it is important to communicate our future expectations to our stockholders, and we, therefore, make forward-looking statements in reliance upon the safe harbor provisions of the Act. However, there may be events in the future that we are not able to accurately predict or control and our actual results may differ materially from the expectations we describe in our forward-looking statements. Reliance should not be placed on forward-looking statements because they involve unknown risks, uncertainties and other factors, which are, in some cases, beyond the control of CIRCOR. Any statements in this press release that are not statements of historical fact are forward-looking statements, including, but not limited to, those relating to CIRCOR's fourth-quarter and full year 2021 guidance. Actual events, performance or results could differ materially from the anticipated events, performance or results expressed or implied by such forward-looking statements. Important factors that could cause actual results to vary from expectations include, but are not limited to: our ability to respond to competitive developments and to grow our business, both domestically and internationally; changes in the cost, quality or supply of raw materials; our ability to comply with our debt obligations; our ability to successfully implement our acquisition, divestiture or restructuring strategies, including our integration of the Fluid Handling business; changes in industry standards, trade policies or government regulations, both in the United States and internationally; our ability to operate our manufacturing facilities at current or higher levels and respond to increases in manufacturing costs; and the duration and severity of the COVID-19 pandemic and its impact on the global economy. BEFORE MAKING ANY INVESTMENT DECISIONS REGARDING OUR COMPANY, WE STRONGLY ADVISE YOU TO READ THE SECTION ENTITLED "RISK FACTORS" IN OUR MOST RECENT ANNUAL REPORT ON FORM 10-K AND SUBSEQUENT REPORTS ON FORMS 10-Q, WHICH CAN BE ACCESSED UNDER THE "INVESTORS" LINK OF OUR WEBSITE AT [WWW.CIRCOR.COM](http://WWW.CIRCOR.COM). We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

### **Contact:**

Alex Maki

Vice President, FP&A and Investor Relations

CIRCOR International

(781) 270-1200