

AMERICAN WOODMARK CORP

Form 8-K

June 10, 2016

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): June 10, 2016

American Woodmark Corporation  
(Exact name of registrant as specified in its charter)

Virginia 000-14798 54-1138147  
(State or other jurisdiction (Commission (IRS Employer  
of incorporation) File Number) Identification No.)

3102 Shawnee Drive, 22601  
Winchester, Virginia  
(Address of principal (Zip Code)  
executive offices)

Registrant's telephone number, including (540) 665-9100  
area code:

Not applicable  
(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))

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American Woodmark Corporation

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS;  
APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On June 7, 2016, American Woodmark Corporation (the “Company”) granted restricted stock unit (“RSU”) awards to Messrs. Dunston, Culbreth, Campbell and Adams pursuant to the RSU grant template attached hereto as Exhibit 10.1 in the following amounts: 11,810, 4,140, 4,370 and 3,640, respectively. Each RSU represents the right to receive one share of the common stock of the Company, subject to the satisfaction of certain vesting conditions. 35% of each award vests based on the executive’s continued employment through the third anniversary of the grant date, 20% of each award vests based on the executive’s continued employment through the third anniversary of the grant date and the achievement of certain cultural goals for the period ending with the Company’s 2019 fiscal year, and the remaining 45% of each award vests based on the executive’s continued employment through the third anniversary of the grant date and the achievement of certain annual performance goals for the Company’s 2017, 2018 and 2019 fiscal years. Each award is subject to accelerated vesting in certain circumstances, including the executive’s retirement, death, disability or qualifying termination in connection with a change in control.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(C) Exhibits.

Exhibit 10.1 Form of Grant Letter used in connection with restricted stock unit awards.

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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 thereunto duly authorized.

AMERICAN WOODMARK CORPORATION  
(Registrant)

/s/ M. SCOTT CULBRETH

M. Scott Culbreth  
Senior Vice President and Chief Financial Officer

Date: June 10, 2016  
Signing on behalf of the registrant and as principal  
financial officer

/s/ S. CARY DUNSTON

S. Cary Dunston  
President & Chief Executive Officer

Date: June 10, 2016  
Signing on behalf of the registrant and as principal  
executive officer