

**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 9, 2024



(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-4018
(Commission
File Number)

53-0257888
(I.R.S. Employer
Identification No.)

3005 Highland Parkway
Downers Grove, Illinois
(Address of Principal Executive Offices)

60515
(Zip Code)

(630) 541-1540
(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 (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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	DOV	New York Stock Exchange
1.250% Notes due 2026	DOV 26	New York Stock Exchange
0.750% Notes due 2027	DOV 27	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 7.01 Regulation FD Disclosure.

On February 9, 2024, Dover Corporation (the “Company”) announced that Richard J. Tobin, the Company’s President and Chief Executive Officer, has been appointed Chairman of the Board of Directors (the “Board”), effective February 10, 2024. Michael F. Johnston, who currently serves as independent Chair of the Board, will remain on the Board and has been appointed by the independent directors of the Board to serve as the Lead Independent Director, effective February 10, 2024.

Simultaneously with the appointments of the new Chair and Lead Independent Director, the Board amended the Company’s Corporate Governance Guidelines to require a Lead Independent Director when the Chair is not independent and to define the duties of the Lead Independent Director. A copy of the amended Corporate Governance Guidelines is available on the Company’s website at www.dovercorporation.com under the Investors tab. Dover’s website and the information contained on or accessible through the website are not incorporated into, and do not form a part of, this Current Report on Form 8-K.

The information in this Current Report on Form 8-K, including Exhibit 99.1, is being furnished to the Securities and Exchange Commission (the “SEC”) and shall not be deemed to be incorporated by reference into any of the Company’s filings with the SEC under the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits.**

The following exhibits are furnished as part of this report:

99.1 [Press Release dated February 9, 2024](#)

104 Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 9, 2024

DOVER CORPORATION
(Registrant)

By: /s/ Ivonne M. Cabrera
Ivonne M. Cabrera
Senior Vice President, General Counsel & Secretary

**Investor Contact:**

Jack Dickens
Senior Director – Investor Relations
(630) 743-2566
jdickens@dovercorp.com

Media Contact:

Adrian Sakowicz
Vice President – Communications
(630) 743-5039
asakowicz@dovercorp.com

Dover Board Appoints Richard J. Tobin as Chairman

Michael F. Johnston appointed Lead Independent Director

DOWNERS GROVE, Ill., February 9, 2024 - Dover (NYSE: DOV) today announced that its Board of Directors has appointed President and Chief Executive Officer Richard J. Tobin to the additional role of Chairman of the Board. In addition, the independent directors of the Board have appointed the current Chairman, Michael F. Johnston, to the role of lead independent director. Both appointments are effective February 10, 2024. Mr. Tobin has served as a director since 2016 and as President and Chief Executive Officer since 2018. Mr. Johnston has served as Board Chairman since 2016 and as a director since 2013.

Mr. Johnston said, “The Board’s appointment of Rich as Chairman reflects our conviction in Dover’s strength and strategic direction. Rich’s appointment as Chairman will further support effective decision-making and execution of corporate strategy. As a Board, we look forward to continuing to work with Rich in his new role to continue delivering long-term value for our shareholders.”

Mr. Tobin said, “I am honored to be appointed to serve as Dover’s next Chairman and want to express my gratitude to the Board for its support and to Mike for his many contributions as Chairman. I thank him for his leadership and look forward to continuing to work with him as Lead Independent Director.”

In connection with these appointments, the Board amended the Company’s Corporate Governance Guidelines to require a Lead Independent Director when the Chairman is not independent and to define the duties of the Lead Independent Director.

About Dover:

Dover is a diversified global manufacturer and solutions provider with annual revenue of over \$8 billion. We deliver innovative equipment and components, consumable supplies, aftermarket parts, software and digital solutions, and support services through five operating segments: Engineered Products, Clean Energy & Fueling, Imaging & Identification, Pumps & Process Solutions, and Climate & Sustainability Technologies. Dover combines global scale with operational agility to lead the markets we serve. Recognized for our entrepreneurial approach for over 65 years, our team of over 25,000 employees takes an ownership mindset, collaborating with customers to redefine what’s possible. Headquartered in Downers Grove, Illinois, Dover trades on the New York Stock Exchange under “DOV.” Additional information is available at dovercorporation.com.

Forward-Looking Statements:

This press release contains “forward-looking” statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including statements related to the Company’s expectations regarding the performance of its business and its financial results. All statements in this document other than statements of historical fact are statements that are, or could be deemed, “forward-looking” statements. Forward-looking statements are subject to numerous important risks, uncertainties, assumptions, and other factors, some of which are beyond the Company’s control. Factors that could cause actual results to differ materially from current expectations include, among other things, general economic conditions and conditions in the particular markets in which we operate, changes in customer demand and capital spending, competitive factors and pricing pressures, our ability to develop and launch new products in a cost-effective manner, and our ability to realize synergies from newly acquired businesses. For details on the risks and uncertainties that could cause our results to differ materially from the forward-looking statements that may be contained herein, we refer you to the documents we file with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the year ended December 31, 2023, and any subsequently filed Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. These documents are available from the SEC, and on our website, www.dovercorporation.com. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.