

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 16, 2024

Graco Inc.

(Exact name of registrant as specified in charter)

Minnesota

(State or other Jurisdiction of  
Incorporation)

001-09249

(Commission File Number)

41-0285640

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

88 – 11th Avenue Northeast

Minneapolis, Minnesota

(Address of principal executive offices)

55413

(Zip Code)

(612) 623-6000

Registrant's telephone number, including 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:

- ☐ 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	GCG	The 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. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 16, 2024, the Board of Directors (the “Board”) of Graco Inc. (the “Company”) appointed J. Kevin Gilligan as Chair of the Board and as Chair of the Governance Committee, in each case effective as of such date. Mr. Gilligan is succeeding Lee R. Mitau in the foregoing roles. Mr. Mitau reached age 75 in October 2023, and therefore will retire from the Board effective as of the Company’s Annual Meeting of Shareholders to be held on April 26, 2024 (“Annual Meeting”), in accordance with the retirement standards set forth in the Company’s Corporate Governance Guidelines. In addition, R. William Van Sant, whose current term as a director on the Board will expire as of the Annual Meeting, will also retire from the Board effective as of such date and will not stand for re-election at the Annual Meeting.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

104 Cover Page Interactive Data File (included within the Inline XBRL document).

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**Signature**

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.

GRACO INC.

Date: February 16, 2024

By: /s/ Joseph James Humke  
Joseph James Humke  
Its: Executive Vice President, General Counsel and Corporate Secretary