

**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 26, 2020

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 | GGG | 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 26, 2020, the Board of Directors (the “Board”) of Graco Inc. (the “Company”) appointed Mr. Kevin J. Wheeler to serve as a director of the Company, effective February 28, 2020. Mr. Wheeler was appointed to the class of directors whose terms expire at the 2020 annual meeting of shareholders of the Company.

Mr. Wheeler has been appointed to serve on the Board’s Audit Committee and Management Organization and Compensation Committee, effective February 28, 2020. In connection with his appointment, Mr. Wheeler will be receiving the standard director compensation as referenced in our Proxy Statement for the 2019 Annual Meeting.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

[99.1](#) Press Release dated February 26, 2020.

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

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 26, 2020

By: /s/ Karen Park Gallivan

Karen Park Gallivan

Its: Executive Vice President, General Counsel and Corporate Secretary

News Release

FOR IMMEDIATE RELEASE:

February 26, 2020

GRACO INC.
P.O. Box 1441
Minneapolis, MN
55440-1441
NYSE: GGG



FOR FURTHER INFORMATION:

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Graco Appoints Kevin J. Wheeler to the Board of Directors

MINNEAPOLIS (Feb. 26, 2020) - Graco Inc. (NYSE:GGG) announced today that Kevin J. Wheeler has been appointed as a member of the Company's Board of Directors, effective Feb. 28, 2020.

Mr. Wheeler serves as President and Chief Executive Officer of A. O. Smith Corporation, a position he's held since September 2018. Prior to becoming President and CEO, Mr. Wheeler was President and Chief Operating Officer from June 2017, responsible for global water heating, boilers and water treatment operations. He also oversaw the company's research and development activities and the information technology function. He joined A. O. Smith in 1994 as a regional sales manager for the former Water Products Company and has held a number of senior leadership positions, including Managing Director of A. O. Smith Water Products Company B.V. in the Netherlands, Vice President-International with responsibility for all European and Asian operations, and Senior Vice President, President and General Manager of North America, India and Europe water heating business, A. O. Smith's largest operating unit.

Mr. Wheeler is a member of the Manufacturers Alliance for Productivity and Innovation (MAPI) division leadership council and has served as an at-large director of the Air-Conditioning, Heating and Refrigeration Institute (AHRI).

"Kevin's extensive sales, manufacturing and international experience and his long tenure in leadership positions at a global public company make him a natural fit for our organization. We're looking forward to the perspective Kevin brings on operations across international markets and key technology functions relating to products and information systems," said Lee R. Mitau, Graco's Chairman of the Board. "On behalf of our Board of Directors and Management team, I want to formally welcome Kevin to Graco."

Mr. Wheeler will serve on the Company's Audit Committee and its Management Organization and Compensation Committee.

ABOUT GRACO

Graco Inc. supplies technology and expertise for the management of fluids in both industrial and commercial applications. It designs, manufactures and markets systems and equipment to move, measure, control, dispense and spray fluid and powder materials. A recognized leader in its specialties, Minneapolis-based Graco serves customers around the world in the manufacturing, processing, construction and maintenance industries. For additional information about Graco Inc., please visit us at www.graco.com.

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