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): November 10, 2026

Graco Inc.
(Exact name of registrant as specified in charter)

Minnesota	**001-09249**	**41-0285640**
(State or other Jurisdiction of Incorporation)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**

88 - 11th Avenue Northeast Minneapolis, Minnesota	**55413**
(Address of principal executive offices)	**(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 7.01. Regulation FD Disclosure.

On November 10, 2026, Graco Inc. (the "Company") issued a press release announcing its entry into an accelerated share repurchase agreement (the "ASR Agreement"). The full text of the press release, dated November 10, 2026, is furnished as Exhibit 99.1 and incorporated herein by reference.

The information furnished pursuant to Item 7.01 of this Current Report, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of such section, nor shall it be incorporated by reference into future filings by the Company under the Securities Act of 1933, as amended, or under the Exchange Act, unless the Company expressly sets forth in such future filing that such information is to be considered "filed" or incorporated by reference therein.

Item 8.01. Other Events.

On November 10, 2026, the Company entered into a certain ASR Agreement with Bank of America, N.A. ("Bank of America") to repurchase an aggregate of $600 million of shares of the Company's common stock (the "Common Stock") pursuant to the Company's current share repurchase authorization. In December 2025, the Company's Board of Directors (the "Board") authorized the Company's repurchase of up to an aggregate of 15 million shares of Common Stock, which was in addition to the approximately 8 million shares of Common Stock remaining under the share repurchase authorization approved by the Board in December 2018. The Company will fund the transactions contemplated by the ASR Agreement using a combination of cash on hand and borrowings under its existing revolving credit facility.

Under the terms of the ASR Agreement, the Company will make a payment in the amount of $600 million to Bank of America on November 11, 2026, in exchange for which the Company expects to receive on the same day, an initial delivery from Bank of America of a number of shares of Common Stock equal to approximately 80% of $600 million divided by the closing price of the Common Stock on November 10, 2026. The final number of shares of Common Stock that the Company will repurchase under the ASR Agreement will be determined based on the volume-weighted average per share price of the Common Stock during the term of the ASR Agreement, less a discount and subject to adjustments pursuant to the terms and conditions of the ASR Agreement.

In connection with the final settlement under the ASR Agreement, Bank of America may be required to deliver additional shares of Common Stock to the Company, or the Company may be required to deliver shares of Common Stock or make a cash payment to Bank of America. Final settlement under the ASR Agreement is scheduled to occur in March 2027 but may be completed earlier at the election of Bank of America in accordance with the terms of the ASR Agreement.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1	Press Release dated November 10, 2026.
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: November 10, 2026

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

Exhibit 99.1

News Release

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

FOR IMMEDIATE RELEASE:
November 10, 2026

FOR FURTHER INFORMATION:
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Graco Announces $600 Million Accelerated Share Repurchase Agreement

MINNEAPOLIS (November 10, 2026) – Graco Inc. (NYSE: GGG) today announced that it has entered into an accelerated share repurchase ("ASR") agreement with Bank of America, N.A. to repurchase $600 million of the Company's shares of common stock. The ASR represents approximately 5% of Graco's outstanding shares and will be funded with cash on hand and borrowings under the Company's existing revolving credit facility.

Under the ASR agreement, Graco will make an upfront payment of $600 million and expects to initially receive and retire approximately 6.9 million shares, representing approximately 80% of $600 million divided by the closing price of the Company's common stock on November 10, 2026. The final number of shares repurchased will be determined at settlement based on the Company's volume-weighted average share price during the term of the transaction, less a discount, and subject to certain adjustments. The transaction is expected to be completed in March 2027.

The ASR will be completed pursuant to the Company's current share repurchase authorization, under which approximately 17 million shares remained available as of November 10, 2026.

"We believe Graco's shares represent an attractive investment at current levels, and the $600 million accelerated share repurchase reflects our confidence in the company's long-term value," said Mark Sheahan, President and Chief Executive Officer. "Graco's strong and consistent cash generation enables us to return meaningful capital to shareholders while preserving our ability to invest in organic growth and pursue strategic acquisitions. We view the ASR as a compelling use of capital that will enhance long-term shareholder value. Following the repurchase, we still retain significant financial flexibility to support our strategic priorities."

About GRACO

Graco Inc. supplies technology and expertise for the management of fluids and coatings 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.

Cautionary Statement Regarding Forward-Looking Statements

The Company desires to take advantage of the "safe harbor" provisions regarding forward-looking statements of the Private Securities Litigation Reform Act of 1995, as amended and is including this Cautionary Statement in order to do so. The Company's statements about the expected results and benefits of the ASR, including the Company's belief about future investments, financial flexibility and impact on shareholder value, are forward-looking statements that involve a number of risks and uncertainties. Such statements are based on management's current expectations and involve many risks and uncertainties that could cause actual results to differ materially from those expressed or implied in these forward-looking statements. Important factors that could cause actual results to differ materially from the Company's expectations include, among others, the ability of the bank to the ASR to buy or borrow shares of Company common stock and at what rate it borrows the Company's stock; the market price of the Company's common stock during the term of the ASR; the impact of global and regional economic and market conditions, including illiquidity; the Company's ability to generate cash and factors impacting its cash requirements; and other risks of instability in the banking and financial services industry. The Company takes no responsibility for updating the information contained in this press release following the date hereof to reflect events or circumstances occurring after the date hereof or the occurrence of unanticipated events or for any changes or modifications made to this press release or the information contained herein.

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