

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): December 5, 2018

**KADANT INC.**

(Exact Name of Registrant as Specified in its Charter)

Delaware (State or Other Jurisdiction of Incorporation)	001-11406 (Commission File Number)	52-1762325 (IRS Employer Identification No.)
---	---------------------------------------	--

One Technology Park Drive Westford, Massachusetts (Address of Principal Executive Offices)	01886 (Zip Code)
--	---------------------

(978) 776-2000

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))

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.

---

**KADANT INC.**

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 5, 2018, the board of directors (the “Board”) of Kadant Inc. (the “Company”) increased the Board size to six members and appointed Erin L. Russell as a director of the Company. Ms. Russell, whose term will begin on January 1, 2019, was appointed to the class of directors the term for which expires at the Company’s 2021 annual meeting of stockholders.

The Board has determined that Ms. Russell is independent under applicable standards of the New York Stock Exchange and the Company’s corporate governance guidelines.

For her service as a non-employee director of the Company, Ms. Russell will receive the compensation described under the caption “Director Compensation” in the Company’s proxy statement as filed with the Securities and Exchange Commission on March 29, 2018, including the award of restricted stock units. She will also be subject to the Company’s stock ownership guidelines for members of the Board. An indemnification agreement on the Company’s standard form will be entered into with Ms. Russell.

Ms. Russell is not related to any of the Company’s directors or executive officers. There are no related person transactions between the Company, on the one hand, and Ms. Russell or her immediate family members, on the other hand, reportable under Item 404(a) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended.

**Item 7.01 Regulation FD Disclosure.**

A copy of the press release issued by the Company in connection with Ms. Russell’s appointment is furnished with this Form 8-K and attached hereto as Exhibit 99.

The information presented under this Item 7.01 (including Exhibit 99) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following exhibit relating to Item 5.02 and Item 7.01 shall be deemed to be furnished and not filed.

Exhibit No.	Description of Exhibits
99	<a href="#"><u>Press Release dated December 10, 2018, announcing the appointment of Erin L. Russell to the Board of Directors.</u></a>

**KADANT INC.**

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

KADANT INC.

Date: December 10, 2018

By: /s/ Michael J. McKenney  
Michael J. McKenney  
Executive Vice President and  
Chief Financial Officer

**KADANT**

KADANT INC.  
One Technology Park Drive  
Westford, MA 01886

## NEWS

**Kadant Appoints Erin L. Russell as New Independent Director**

WESTFORD, Mass. - December 10, 2018 - Kadant Inc. (NYSE:KAI) today announced that Erin L. Russell has been appointed to the Company's board of directors, effective January 1, 2019. Ms. Russell, whose term will begin on January 1, 2019, was appointed to the class of directors the term for which expires at Kadant's 2021 annual meeting of stockholders.

Ms. Russell joins Kadant's board with 16 years of experience as a private equity investor. She most recently served as a Principal at Vestar Capital Partners, L.P., a middle-market private equity firm that specializes in management buyouts, recapitalizations and growth equity investments. Ms. Russell served for ten years on the board of directors of DynaVox Inc., a then-publicly traded communications device manufacturer, including as the chair of its audit committee. She also served on the boards of directors of several private companies as a representative of Vestar.

Before joining Vestar, Ms. Russell attended Harvard Business School, and prior to business school, she was a mergers and acquisitions analyst at PaineWebber.

"I am excited to welcome Erin as a director," said William Rainville, chairman of the board of directors. "She brings to the board a strategic business mindset and a strong understanding of operational challenges and opportunities across companies in a variety of industries through her private equity and mergers and acquisitions experience."

"It is an honor to be appointed to Kadant's board," said Ms. Russell. "I look forward to working with the board and management as the Company continues to grow and expand its offerings."

**About Kadant**

Kadant Inc. is a global supplier of high-value, critical components and engineered systems used in process industries worldwide. The Company's products, technologies, and services play an integral role in enhancing process efficiency, optimizing energy utilization, and maximizing productivity in resource-intensive industries. Kadant is based in Westford, Massachusetts, with 2,500 employees in 20 countries worldwide. For more information, visit [www.kadant.com](http://www.kadant.com).

**Safe Harbor Statement**

The following constitutes a "Safe Harbor" statement under the Private Securities Litigation Reform Act of 1995: This press release contains forward-looking statements that involve a number of risks and uncertainties, including forward-looking statements about the Company's future growth and expansion. These forward-looking statements represent Kadant's expectations as of the date of this press release. Kadant undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events, or otherwise. These forward-looking statements are subject to known and unknown risks and uncertainties that may cause the Company's actual results to differ materially from these forward-looking statements as a result of various important factors, including those set forth under the heading "Risk Factors" in Kadant's annual report on Form 10-K for the year ended December 30, 2017 and subsequent filings with the Securities and Exchange Commission. These include risks and uncertainties relating to adverse changes in global and local economic conditions; the variability and difficulty in accurately predicting revenues from large capital equipment and systems projects; the Company's customers' ability to obtain financing for capital equipment projects; the variability and uncertainties in sales of capital equipment in China; international sales and operations; the oriented strand board market and levels of residential

---

construction activity; development and use of digital media; currency fluctuations; price increases or shortages of raw materials; dependence on certain suppliers; the Company's acquisition strategy; failure of the Company's information systems or breaches of data security; changes in government regulations and policies and compliance with laws; the Company's internal growth strategy; competition; soundness of suppliers and customers; changes in the Company's tax provision or exposure to additional tax liabilities; the Company's ability to successfully manage its manufacturing operations; disruption in production; future restructurings; economic conditions and regulatory changes caused by the United Kingdom's likely exit from the European Union; the Company's debt obligations; restrictions in the Company's credit agreement; loss of key personnel; protection of patents and proprietary rights; fluctuations in the Company's share price; soundness of financial institutions; environmental laws and regulations; anti-takeover provisions; and reliance on third-party research.

**Contacts**

Investor Contact Information:

Michael McKenney, 978-776-2000

mike.mckenney@kadant.com

or

Media Contact Information:

Wes Martz, 269-278-1715

wes.martz@kadant.com