

BADGER METER INC  
Form 8-K  
February 27, 2019

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

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Date of Report

(Date of earliest event reported): February 27, 2019

Badger Meter, Inc.

(Exact name of registrant as specified in its charter)

Wisconsin      1-6706                      39-0143280  
(State or other    (Commission File    (IRS Employer

jurisdiction of    Number)                      Identification No.)

incorporation)

4545 W. Brown Deer Rd., Milwaukee, Wisconsin 53223  
(Address of principal executive offices, including zip code)

(414) 355-0400

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

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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)

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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.

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

On February 27, 2019, Badger Meter, Inc. (the “Company”) issued a press release announcing that Tessa M. Myers, 42, Vice President-North America Sales, Services and Solutions for Rockwell Automation, has been appointed director of the Company to fill a newly created board seat, effective as of February 27, 2019. She was also named to the Corporate Governance Committee of the Board. Ms. Myers will serve until the Company’s next Annual Meeting of Shareholders scheduled for April 26, 2019.

Ms. Myers will receive compensation consistent with the Company’s other non-employee directors as described under “Director Compensation Table and Components of Director Compensation” in the Company’s 2018 Proxy Statement filed with the U.S. Securities and Exchange Commission on March 16, 2018.

A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Form 8-K by reference.

Item 9.01 Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits. The exhibit furnished herewith is as listed in the accompanying Exhibit Index.

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| <u>(99.1)</u>      | <u>Badger Meter, Inc. Press Release, dated February 27, 2019.</u> |

**SIGNATURES**

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.

**BADGER METER, INC.**

Date: February 27, 2019 By: /s/ Robert A. Wrocklage  
Robert A. Wrocklage  
Vice President – Finance, Chief Financial Officer  
and Treasurer