

**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**

**February 6, 2024**

Date of Report (date of earliest event reported)

**MOOG Inc.**

**(Exact name of registrant as specified in its charter)**

NY	1-05129	16-0757636
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
400 Jamison Rd	East Aurora, New York	14052-0018
(Address of principal executive offices)		(Zip Code)
	(716) 652-2000	
	Registrant's telephone number, including area code	

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 (see General Instruction A.2. below):

- 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
Class A common stock	MOG.A	New York Stock Exchange
Class B common stock	MOG.B	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**

(c) On February 6, 2024, the Board of Directors of the Company approved the appointment of Pat Roche as President of the Company, in addition to his current position of Chief Executive Officer, to be effective on February 6, 2024.

A description of Mr. Roche's business experience and background have been previously reported in Item 5.02(c) of the November 16, 2022 Form 8-K and such information is incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

- (a) The Company's Annual Meeting of Shareholders was held on February 6, 2024 (the "2024 Annual Meeting").
- (b) The following matters were submitted to a vote of security holders at the 2024 Annual Meeting. In accordance with the Company's Restated Certificate of Incorporation, on matters relating to the election of directors the holders of Class A shares and the holders of Class B shares each vote as a separate class. Each Class A share is entitled to one-tenth vote per share and each Class B share is entitled to one vote per share. The final results reported below reflect such vote.
- (i) The nominees to the Board of Directors were elected based on the following votes:

<b><u>Nominee</u></b>	<b><u>For</u></b>	<b><u>Authority Withheld</u></b>	<b><u>Broker Non-Votes</u></b>
Class B			
Donald R. Fishback (term expiring 2026)	3,510,289	128,411	135,156
William G. Gisel, Jr. (term expiring 2027)	3,338,253	300,447	135,156
Pat Roche (term expiring 2027)	3,383,332	255,368	135,156
Class A			
Janet M. Coletti (term expiring 2027)	2,392,326	279,414	101,879

The terms of the following directors continued after the 2024 Annual Meeting:

<b><u>Name</u></b>	<b><u>Expiration of Term</u></b>
Class B	
Peter J. Gundermann	2025
Kraig H. Kayser	2026
Brian J. Lipke	2025
John R. Scannell	2025
Class A	
Mahesh Narang	2025
Brenda L. Reichelderfer	2026

- (ii) The Company's Class A shareholders and Class B shareholders, voting together as a single class in a non-binding advisory vote, approved the compensation of the Company's named executive officers based on the following votes:

<b><u>For</u></b>	<b><u>Against</u></b>	<b><u>Abstain</u></b>	<b><u>Broker Non-Votes</u></b>
5,537,614	617,828	154,998	237,035

- (iii) The Company's Class A shareholders and Class B shareholders, voted together as a single class in a non-binding advisory vote on the frequency of the shareholder advisory vote on executive compensation. The advisory vote was as follows:

<b><u>One Year</u></b>	<b><u>Two Years</u></b>	<b><u>Three Years</u></b>	<b><u>Abstain</u></b>	<b><u>Broker Non-Votes</u></b>
2,773,913	245,076	3,234,539	56,912	237,035

- (iv) The Company's Class A shareholders and Class B shareholders, voting together as a single class, ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2024 fiscal year based on the following votes:

<b><u>For</u></b>	<b><u>Against</u></b>	<b><u>Abstain</u></b>	<b><u>Broker Non-Votes</u></b>
6,304,565	200,121	42,789	—

- (d) At the 2024 Annual Meeting, our shareholders cast the greatest number of advisory votes in favor of "three years" as the frequency of future advisory votes on the compensation of the Company's named executive officers. In light of this advisory vote, which was consistent with the recommendation of the Board of Directors on the matter, the Company has decided to include an advisory vote on the compensation of its named executive officers in its proxy materials every three years until the next required vote on the frequency of such advisory vote. The next such required vote is at the Company's 2030 Annual Meeting.

## 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.

### MOOG INC.

Dated: February 7, 2024

By: /s/ Michael J. Swope

Name: Michael J. Swope  
Controller