
**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): March 27, 2024

Graham Corporation

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-08462
(Commission
File Number)

16-1194720
(IRS Employer
Identification No.)

20 Florence Avenue, Batavia, New York
(Address of principal executive offices)

14020
(Zip Code)

Registrant's telephone number, including area code: (585) 343-2216

N/A
(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, par value \$0.10 per share	GHM	NYSE

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 March 27, 2024, the Board of Directors (the “Board”) of Graham Corporation (the “Company”), approved an increase to the annual base salary for each of Daniel Thoren, the Company’s President and Chief Executive Officer, Christopher J. Thome, the Company’s Vice President – Finance, Chief Financial Officer and Chief Accounting Officer, and Matthew Malone, the Company’s Vice President and General Manager – Barber-Nichols (together, the “NEOs”), resulting in the following annual base salaries:

<u>Name</u>	<u>Annual Base Salary</u>
Daniel Thoren	\$ 500,000
Christopher J. Thome	\$ 360,000
Matthew Malone	\$ 330,000

Further, on March 27, 2024, the Board approved an increase to the target equity long-term incentive plan (the “LTIP”) award each NEO will receive, which is based on a percentage of base salary. For fiscal 2025, each NEO will receive a target LTIP award equal in value to: Daniel J. Thoren – 170%; Christopher J. Thome – 70%; and Matthew Malone – 60% of their base salary.

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.

Graham Corporation

Date: April 1, 2024

By: /s/ Christopher J. Thome

Christopher Thome

Vice President – Finance, Chief Financial Officer and Chief
Accounting Officer