
**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): June 4, 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.

Fiscal 2025 Annual Stock-Based Long-Term Incentive Award Plan for Senior Executives. On June 4, 2024, the Compensation Committee (the “Compensation Committee”) of the Board of Directors of Graham Corporation (the “Company”) renewed and amended its Annual Long-Term Incentive Award Plan for Senior Executives (the “LTI Bonus Program”) for the fiscal year ending March 31, 2025 (“Fiscal 2025”) and approved grants of time-vesting restricted stock units (“RSUs”) and performance-vesting restricted stock units (“PSUs”) thereunder in the amounts set forth below to the Company’s named executive officers. All grants were made under the 2020 Graham Corporation Equity Incentive Plan (the “Plan”).

The RSUs granted to the Company’s named executive officers vest one-third on each of the first three anniversaries of the date of grant subject to continued employment through the vesting date.

Awards of PSUs vest on the third anniversary of the date of grant with 50% based upon the Company’s three-year average return on invested capital change metric and 50% based upon the Company’s three-year cumulative revenue metric with no payout if the results are below threshold. The PSUs will only vest if the recipient is still employed by the Company on the vesting date.

The number of shares of RSUs and PSUs awarded to the Company’s named executive officers under the LTI Bonus Program were determined using a Long-Term Incentive Percentage (the “L-T Percentage”) for each such officer. As previously disclosed, on March 27, 2024, the Compensation Committee set the L-T Percentage for each of the Company’s named executive officers as follows: Daniel J. Thoren – 170%; Christopher J. Thome – 70%; and Matthew Malone – 60%. The number of RSUs awarded was determined by multiplying 50% of each named executive officer’s base salary in effect on the date of grant by such officer’s L-T Percentage, and then dividing the product by the closing price of the Company’s common stock on the NYSE on the date of grant. The number of PSUs was determined by multiplying 50% of each named executive officer’s base salary in effect on the date of grant by such officer’s L-T Percentage, and then dividing the product by the closing price of the Company’s common stock on the NYSE on the date of grant.

<u>Named Executive Officer</u>	<u>Number of RSUs Granted</u>	<u>Number of PSUs Granted⁽¹⁾</u>
Daniel J. Thoren President and Chief Executive Officer	16,628	33,256
Christopher J. Thome Vice President – Finance, Chief Financial Officer and Chief Accounting Officer	4,930	9,860
Matthew Malone Vice President and General Manager – Barber-Nichols	3,873	7,746

(1) Represents the maximum number of PSUs that may be earned if the maximum level of performance is achieved.

The foregoing descriptions of the LTI Bonus Program in effect for Fiscal 2025 does not purport to be complete and is qualified in its entirety by the LTI Bonus Program a copy of which is attached to this Current Report on Form 8-K as Exhibit 10.1 and is incorporated herein by reference.

Annual Stock-Based Grant to Non-Employee Directors. Also on June 4, 2024, the Compensation Committee approved the grant of RSUs under the Plan in the amounts set forth below to the Company's non-employee Directors.

<u>Director</u>	<u>Number of RSUs Awarded</u>
James J. Barber, Ph.D.	2,934
Alan Fortier	2,934
Cari L. Jaroslowsky	2,934
Jonathan W. Painter	2,934
Lisa M. Schnorr	2,934
Troy A. Stoner	2,934

The number of RSUs awarded to each of the Company's non-employee Directors was determined by dividing \$75,000 by the closing price of the Company's common stock on the NYSE on the date of grant. The closing price of the Company's common stock on the NYSE on June 4, 2024 was \$25.56 per share.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
#10.1	<u>Graham Corporation Annual Stock-Based Long-Term Incentive Award Plan for Senior Executives in effect for the fiscal year ending March 31, 2025.</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).
#	Management contract or compensatory plan.

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.

Date: June 10, 2024

Graham Corporation

By: Christopher J. Thome
Christopher J. Thome
Vice President – Finance, Chief Financial Officer and Chief
Accounting Officer

GRAHAM CORPORATION

ANNUAL STOCK-BASED LONG-TERM INCENTIVE AWARD PLAN
FOR SENIOR EXECUTIVES

(As Amended and Restated Effective as of June 4, 2024)

Purpose	The purpose of this Annual Stock-Based Long-Term Incentive Award Plan for Senior Executives (the “Plan”) is to incentivize the senior executive officers of Graham Corporation (the “Company”) to remain employed by the Company, focus on Company growth, align their compensation with the Company’s business strategy and to create stockholder value.
Administration	The Plan will be administered by the Compensation Committee (the “Compensation Committee”) of the Board of Directors of the Company, which shall have final and conclusive authority to administer and interpret the Plan.
Eligibility	Eligible employees will include the Chief Executive Officer and such officer’s direct reports, subject to the approval by the Committee of such participation.
Award Periods	Annual awards under the Plan will be based on the fiscal year of the Company, beginning with its April 1, 2024 through March 31, 2025 fiscal year (each, a “Fiscal Year”).
Awards	Unless the Committee determines otherwise, annual awards under the Plan for the Fiscal Year will consist of shares of time-vesting restricted stock units (“RSUs”) and shares of performance-vesting restricted stock units (“PSUs,”), which awards will be issued under the 2020 Graham Corporation Equity Incentive Plan, as amended, or a successor plan thereto or restatement thereof (the “Incentive Plan”) and will be subject to the terms thereof.

RSUs

Unless the Committee determines otherwise, RSUs will vest one-third on each of the first three anniversaries of the date of grant.

The number of shares of RSUs to be issued to an eligible employee for a Fiscal Year will be determined by multiplying 50 percent (or such other percentage as may be determined by the Committee) of the eligible employee’s base salary then in effect by such employee’s long-term incentive percentage (the “Target L-T Percentage”) as listed in Exhibit A, and then dividing by the value of a share of stock on the date of grant, rounded to the nearest whole number.

PSUs

Unless the Committee determines otherwise, PSUs will vest on the third anniversary of the date of grant, depending on the satisfaction of the performance goal matrices for the three-year period commencing with the 2025 Fiscal Year, which matrices will be determined by the Committee. In determining the performance for the three-year period commencing with a Fiscal Year, the Committee shall have the discretion to include or exclude any extraordinary events that positively or negatively affected the Company's financial performance for the Fiscal Year.

The number of PSUs to be issued to an eligible employee for a Fiscal Year will be determined by multiplying 50 percent (or such other percentage as may be determined by the Committee) of the eligible employee's base salary then in effect by such employee's Target L-T Incentive Percentage, and then dividing by the value of a share of stock on the date of grant, rounded to the nearest whole number.

Effect of Certain Events

Notwithstanding any other provision of the Plan, the following terms shall apply to all RSUs and PSUs awarded under the Plan:

- Except as otherwise provided in an agreement with the executive, upon the death or Disability of the executive, or the termination of the executive's employment without Cause or the executive's resignation for Good Reason within the 12 month period following a Change in Control, any outstanding RSUs awarded under the Plan will vest in full, and any outstanding PSUs will vest pro-rata based on the target level of the applicable performance goals. Terms have the meaning given to them by the Incentive Plan.
- Upon the retirement of the executive at the age of 65 or later, outstanding RSUs awarded under the Plan will vest in accordance with the vesting schedule for the award, and any outstanding PSUs will vest pro-rata based on the satisfaction of the applicable performance goals as determined at the end of the performance period.

Payment

Annual awards for a Fiscal Year will be approved by the Committee and will be issued as soon as practicable after approval.

Recoupment

The Plan and the compensation payable hereunder shall be subject to forfeiture, recovery by the Company or other action pursuant to the Company's Policy for the Recovery of erroneously Awarded Compensation adopted by the Company's Board of Directors (the "Board"), as amended from time to time, or any other applicable policies adopted by the Board or the Compensation Committee.

Section 409A

The Plan and the RSUs and PSUs awarded thereunder, are intended to qualify for an exemption from Section 409A of the Internal Revenue Code of 1986, as amended, and the treasury regulations promulgated and other official guidance issued thereunder, and shall be administered and interpreted consistent with such intention.

**Amendment
and
Termination**

The Plan may be amended or terminated by the Committee at any time. No eligible employee will have any right to an award under the Plan until such award is approved by the Committee.

Neither the existence of the Plan nor the grant of an award in any year shall give an eligible employee any right to an award or similar award in future years or any right to continue such eligible employee's employment relationship with the Company. All eligible employees shall remain subject to discharge to the same extent as if the Plan were not in effect.

EXHIBIT A

TARGET L-T INCENTIVE PERCENTAGES

Position	Target L-T Incentive %
President and Chief Executive Officer	170%
Vice President – Finance, Chief Financial Officer, and Chief Accounting Officer	70%
Vice President and General Managers	60%

Notwithstanding the foregoing, the Committee shall have the discretion to specify a different Target L-T Incentive Percentage for a given position or employee for a given Fiscal Year.