

**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: June 30, 2020  
(Date of earliest event reported)**

**ITT INC.**

(Exact name of registrant as specified in its charter)

**Indiana**  
(State or other jurisdiction  
of incorporation)

**001-05672**  
(Commission  
File Number)

**81-1197930**  
(I.R.S. Employer  
Identification No.)

**1133 Westchester Avenue  
White Plains, New York 10604  
(Principal Executive Office)**

**Telephone Number: (914) 641-2000**

**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))

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock, par value \$1 per share</b>	<b>ITT</b>	<b>New York Stock Exchange</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 under the Securities Act of 1933 or Rule 12b-2 under the Securities Exchange Act of 1934. 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 June 30, 2020, ITT Inc. (the “Company”) announced that, as part of a planned succession process, Emmanuel Caprais will succeed Thomas M. Scalera as the Company’s Chief Financial Officer. On October 1, 2020, Mr. Scalera will step down from the position of Executive Vice President & Chief Financial Officer of the Company. Mr. Scalera will continue as an advisor to the Company through January 6, 2021 to assist the Company in the transition, after which he will separate from the Company. Mr. Caprais, currently Vice President, Finance & Group Chief Financial Officer of the Company, will be promoted to Senior Vice President & Chief Financial Officer of the Company effective October 1, 2020.

A copy of our press release (the “Press Release”), dated June 30, 2020, announcing the transition is filed hereto as Exhibit 99.1 and is incorporated herein by reference.

**Caprais biography.** Emmanuel Caprais, age 45, joined the Company in 2012 as segment Chief Financial Officer for Motion Technologies, and assumed the same role for the Industrial Process segment in 2017. Mr. Caprais was named Group CFO in March of 2020 in addition to his roles leading the Company’s Financial Planning & Analysis and Investor Relations functions. Prior to joining the Company, Mr. Caprais held Finance leadership roles at Magneti Marelli, and at Valeo in Europe and North America. He holds an MBA from Columbia Business School and a bachelor’s degree in business from Pau Business School, France.

**Caprais compensation.** In connection with his promotion to Senior Vice President & Chief Financial Officer, the Company’s Board of Directors approved compensation for Mr. Caprais commencing on October 1, 2020 as follows: (1) a base salary of \$450,000, (2) target annual incentive plan payout of 70% of his new base salary and (3) upon appointment, an award of \$240,000 of performance units and \$160,000 of restricted stock units under the Company’s Omnibus Equity Incentive Plan.

Mr. Caprais and his immediate family members are not party to any related party transactions for which disclosure would be required pursuant to Item 404(a) of Regulation S-K. There is no family relationship between Mr. Caprais and any of the Company’s directors or executive officers and no arrangements or understandings with other persons pursuant to which Mr. Caprais was selected as an officer.

**Additional items.** Mr. Scalera’s resignation is not the result of any disagreement between Mr. Scalera and the Company with respect to any matter relating to the Company’s operations, policies or practices. His separation will be treated as a termination not for cause under the terms of the Company’s executive compensation plans.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	<a href="#">Press Release, dated June 30, 2020.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL Document).

**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.

June 30, 2020

ITT Inc.  
(Registrant)

By: /s/ Mary E. Gustafsson  
Name: Mary E. Gustafsson  
Title: Senior Vice President, General Counsel  
(Authorized Officer of Registrant)

**ITT Inc.**

1133 Westchester Ave.  
White Plains, NY 10604  
tel 914 641 2000

Press Release

**Investors:****Emmanuel Caprais**

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[Lisa.Wolfe@itt.com](mailto:Lisa.Wolfe@itt.com)**ITT Announces CFO Transition Plan**

*Emmanuel Caprais, Vice President of Finance and Group CFO, to Succeed Thomas Scalera as CFO on October 1*

WHITE PLAINS, N.Y., June 30, 2020 – ITT Inc. (NYSE: ITT) today announces that Emmanuel Caprais will succeed Thomas Scalera as Chief Financial Officer on October 1, 2020, as part of the Company’s planned transition process. Emmanuel, who is currently Group CFO in charge of the Business Unit Finance teams, Financial Planning & Analysis, and Investor Relations, will assume the role of Senior Vice President and Chief Financial Officer.

Emmanuel and Tom will work closely with the ITT Management Team and all stakeholders to ensure a smooth transition, and Tom will continue to serve in an advisory capacity to ITT through January 6, 2021. Following his departure from ITT, Tom will spend more time with his family and as a board member of The Cancer Couch Foundation, a charitable foundation focused on metastatic breast cancer research, which he co-founded with his late wife, Rebecca.

Tom Scalera joined ITT in 2006, holding various critical finance roles before being appointed as the first Chief Financial Officer for the new ITT following two spin-offs in 2011. Since that time, ITT’s market value has tripled to over \$5 billion. “Tom’s many contributions as CFO have been essential in building the strong foundation for today’s ITT and in unlocking significant value for our shareholders. I want to thank Tom for the strong financial position we have today and I am confident that we can continue to outperform even in this uncertain environment. Tom’s support and strategic insights have been invaluable to me,” said Luca Savi, Chief Executive Officer and President.

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Emmanuel Caprais brings more the 20 years of financial management and leadership experience in the industrials sector to the role. “I am very happy that Emmanuel joins me as Chief Financial Officer and will assist in our intensified focus on creating value for our customers, investors and ITTers. Emmanuel’s extensive experience in driving performance with our businesses, his deep financial acumen, and his exceptional leadership capabilities will be essential to continuing to build the success of ITT in the future.”

Emmanuel joined ITT in 2012 as segment CFO for Motion Technologies, and assumed the same role for the Industrial Process segment in 2017. He was named Group CFO in March of this year in addition to leading the Financial Planning & Analysis and Investor Relations functions for ITT. Prior to joining ITT, Emmanuel held finance leadership roles at Magneti Marelli, and at Valeo in Europe and North America. He holds an MBA from Columbia Business School and a bachelor’s degree in business from Pau Business School, France.

### **About ITT**

ITT is a diversified leading manufacturer of highly engineered critical components and customized technology solutions for the transportation, industrial, and oil and gas markets. Building on its heritage of innovation, ITT partners with its customers to deliver enduring solutions to the key industries that underpin our modern way of life. ITT is headquartered in White Plains, N.Y., with employees in more than 35 countries and sales in approximately 125 countries. The company generated 2019 revenues of \$2.85 billion. For more information, visit [www.itt.com](http://www.itt.com).