
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: December 11, 2019

(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, NY 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
Common Stock, par value \$1 per share	ITT	New York Stock Exchange

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 (17 CFR 230.405) or Rule 12b-2 under the Securities Exchange Act of 1934 (17 CFR 240.12b-2). 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 8.01 Other Material Events.

On December 11, 2019, ITT Inc.'s (the "Company") Board of Directors (the "Board") appointed Richard P. Lavin to serve as the non-executive Chairman of the Board, effective upon his election to the Board at the Company's 2020 Annual Meeting of Shareholders. Mr. Lavin has served on the Board since May 2013. The current Chairman of the Board, Mr. Frank T. MacInnis, will continue to serve as Chairman until such time. Mr. MacInnis will not stand for reelection to the Board at the 2020 Annual Meeting of Shareholders. The appointment of Mr. Lavin to serve as the next non-executive Chairman of ITT was made in anticipation of Mr. MacInnis' retirement, and to ensure a smooth transition.

On December 12, 2019, the Company issued a press release announcing the appointment of Mr. Lavin as non-executive Chairman of the Board, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(a) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by ITT Inc., dated December 12, 2019.
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.

ITT Inc.
(Registrant)

December 12, 2019

By: /s/ Mary E. Gustafsson

Name: Mary E. Gustafsson

Title: Senior Vice President, General Counsel and
Corporate Secretary

(Authorized Officer of Registrant)

ITT Inc. Board Appoints Richard P. Lavin Non-Executive Board Chairman

Lavin to Succeed Frank T. MacInnis

WHITE PLAINS, N.Y., Dec. 12, 2019 – ITT Inc. (NYSE: ITT) today announced that its Board of Directors has appointed Richard P. Lavin to succeed current Board Chairman, Frank T. MacInnis, effective upon MacInnis' retirement and following election at the Annual Meeting of Shareholders in May 2020. The Company had previously disclosed MacInnis' plan to retire as part of a succession strategy involving first the transition of the role of CEO to Luca Savi in January 2019, followed by the transition of the role of non-executive Chair in May 2020.

Lavin has served as a director of the Company since 2013, and as Chair of the Board's Compensation and Personnel Committee since 2017. His deep global manufacturing operations expertise includes a 30-year career with Caterpillar, Inc., and extensive international assignments in China, India and Japan.

Following his time at Caterpillar, Lavin served as Chief Executive Officer and President of Commercial Vehicle Group, Inc., a leader in development, manufacturing and fulfillment of fully-integrated system solutions for the commercial vehicle market. Currently, Lavin sits on the board of Allison Transmission Holdings, Inc., which is publicly traded.

"We look forward to continuing to benefit from Rich's experience and counsel when he takes on his new role as non-executive Chair of the Board of ITT. His extensive international experience, including legal and human resources experience, has helped us drive a high-impact strategy, and will continue to do so," said Chief Executive Officer and President of ITT Inc., Luca Savi. "We are deeply grateful for Frank's generosity with his time and advice while on ITT's Board. Frank's leadership and experience have been incredibly valuable in helping guide ITT's strategies for growth and profitability."

"It has been an honor to serve on the Board of Directors for ITT Inc., and I have been fortunate to work alongside a distinguished group of executives during my tenure," said MacInnis. "Rich and I have worked closely together since he joined the Board in 2013, and I look forward to continuing to work with him on his transition to his new role."

MacInnis has served on ITT's Board of Directors since 2001, and has held the role of non-executive Chairman since 2011. As the Chair of the Nominating and Governance Committee from 2011-2017, he helped ITT establish strong governance practices for which the Company has been highly ranked.

Outside of his role on ITT's Board, MacInnis served as the Chief Executive Officer of EMCOR Group, Inc., one of the world's largest providers of electrical and mechanical construction services, energy infrastructure and facilities services, from 1994 to 2011. He served as EMCOR Group's Chairman of the Board from 1994 to 2015, and currently serves on the boards of a number of private companies and nonprofit organizations.

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About ITT Inc.

ITT Inc. 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 2018 revenues of \$2.75 billion.

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