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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report: October 15, 2018**  
(Date of earliest event reported)

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**ITT INC.**

(Exact name of registrant as specified in its charter)

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

**1-5672**  
(Commission  
File Number)

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

**1133 Westchester Avenue  
White Plains, New York**  
(Address of principal executive offices)

**10604**  
(Zip Code)

**(914) 641-2000**  
Registrant's telephone number, including area code:

**Not Applicable**  
Former name or former address, if changed since last report

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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))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Arrangements of Certain Officers.**

(d) Election of Directors. On October 15, 2018, the Board of Directors of ITT Inc. (the “Company”) elected Dr. Cheryl L. Shavers and Sabrina Soussan to its Board of Directors (the “Board”) to be effective immediately.

The Board considered the independence of Dr. Shavers and Ms. Soussan under New York Stock Exchange listing standards and the Company's Corporate Governance Principles and concluded that both are independent directors under the applicable standards. Dr. Shavers' and Ms. Soussan's initial committee assignments will be determined at a later date.

Neither Dr. Shavers nor Ms. Soussan is party to any arrangement or understanding pursuant to which they were elected to the Board, nor are they or any of their immediate family members a party, either directly or indirectly, to any transaction with the Company that would be required to be reported under Item 404(a) of Regulation S-K. Dr. Shavers and Ms. Soussan will each receive compensation and be subject to indemnification for serving as a member of the Board consistent with the Company's normal arrangements for non-employee directors, as described in the Company's proxy statement for its 2018 Annual Meeting of Shareholders. As described in the proxy statement, Dr. Shavers and Ms. Soussan will receive an annual cash retainer and restricted stock unit award promptly following their election, in each case to be pro-rated to reflect their partial year of service on the Board.

A copy of the press release is attached as Exhibit 99.1 hereto and incorporated into this Form 8-K by reference.

Under the Company's Corporate Governance Principles, directors shall not stand for reelection after reaching the age of 72 (the “Retirement Age Provision”). Pursuant to the Retirement Age Provision, the Company's non-executive Chairman, Frank T. MacInnis, was scheduled to retire at the 2019 Annual Meeting of Shareholders in May 2019. However, in light of the Company's previously-announced chief executive officer transition which is effective January 1, 2019 and in order to assist in this executive leadership transition, the Board approved a one-year waiver to the Retirement Age Provision to permit Mr. MacInnis to stand for reelection at the 2019 Annual Meeting of Shareholders and, should he be elected, to continue in his role as Chairman for one additional year.

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

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	<a href="#">Press Release issued by ITT Inc., dated October 15, 2018</a>

## 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)

October 15, 2018

By: /s/ Mary E. Gustafsson

Name: Mary E. Gustafsson  
Title: Senior Vice President, General Counsel and  
Chief Compliance Officer  
(Authorized Officer of Registrant)



ITT Inc.

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## **ITT Elects Cheryl L. Shavers and Sabrina Soussan to its Board of Directors**

**WHITE PLAINS, N.Y., October 15, 2018** — ITT Inc. (NYSE: ITT) today announced the election of Dr. Cheryl L. Shavers and Sabrina Soussan to its Board of Directors.

Shavers, 64, is Co-Founder, Chairman and Chief Executive Officer of Global Smarts, Inc., an advisory services and strategy firm that she founded in 2001. Previously, Shavers was Under Secretary of Commerce for Technology at the U.S. Department of Commerce from 1999 to 2001. Shavers also served as Director of Emerging Technology at Intel Corporation, where she held a number of roles of increasing responsibility throughout her 12-year career with the company.

Shavers is a member of the board of directors of Knowles Corporation and Rockwell Collins, Inc. She formerly served on the board of directors of Mentor Graphics Corporation and ATMI, Inc.

Soussan, 49, is Chief Executive Officer of the Mobility Division at Siemens AG, with responsibility for the division's businesses in the areas of high-speed, commuter and regional trains, locomotives, metro and light rail systems. She also heads its service business. Soussan has held a number of executive and leadership positions during her more than 20-year career with Siemens AG, including global roles in Europe and Asia. Previously Soussan served in the Research and Development department of Renault.

"We are incredibly pleased to have Cheryl and Sabrina join our Board of Directors," said ITT Chief Executive Officer Denise Ramos. "Cheryl possesses deep expertise in semiconductor technology and has a wealth of experience navigating U.S. government policy and leading the generation of new growth through innovation. Her unique perspective will contribute significantly to ITT as we continue to enhance our global presence and create additional customer-driven innovation and growth."

“Sabrina has broad global experience leading companies to market growth and enhanced profitability,” said Ramos. “Her success in the rail and motion technology industries will bring valuable insights to our board that will help us continue to drive profitable growth and value creation across our key strategic end markets and geographies around the world.”

**About ITT**

ITT is a diversified leading manufacturer of highly engineered critical components and customized technology solutions for the energy, transportation and industrial 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 2017 revenues of \$2.6 billion. For more information, visit [www.itt.com](http://www.itt.com).

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