
**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: August 2, 2018
(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**
(Address of principal executive offices)

10604
(Zip Code)

Registrant's telephone number, including area code: (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))

Indicate by check mark whether the registrant is an emerging growth company 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 5.02. Departure of Directors or Certain Officers; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On August 2, 2018, ITT Inc. (the “Company”) announced the results of the thorough, multi-year Chief Executive Officer (“CEO”) succession planning process of our Board of Directors (the “Board”). On January 1, 2019, Denise L. Ramos will step down from the position of CEO and as a director of the Company. Ms. Ramos will continue as an advisor to the CEO for a transition period through March 1, 2019, at the end of which she will retire from the Company. Luca Savi, currently Executive Vice President and Chief Operating Officer of the Company, has been designated as Ms. Ramos’ successor and will be promoted to President and Chief Operating Officer of the Company effective immediately. The Company expects that Mr. Savi will be appointed to the board of directors at the time he becomes Chief Executive Officer.

Ms. Ramos’ retirement comes after an 11-year career with the Company, during which she led the successful transformation of the Company following the spin-offs of various businesses into a more focused multi-industrial company aligned to its key end markets. Ms. Ramos’ leadership has been marked by the Company’s steady financial performance and continuous focus on optimizing execution and driving growth and innovation through investments in people, production capabilities and research and development.

Frank MacInnis will continue to serve as the Board’s Non-Executive Chairman.

A copy of our press release, dated August 2, 2018, announcing the transition is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Savi biography. Luca Savi, 52, has served as our Executive Vice President and Chief Operating Officer since January 2017 and previously as Executive Vice President, Motion Technologies since February 2016. He joined ITT in November 2011 as Senior Vice President and President, Motion Technologies, and led that business through a period of significant growth in sales and profitability.

Savi compensation changes. In connection with his promotion to President and Chief Operating Officer, the Board took the following actions with respect to Mr. Savi’s compensation commencing on August 6, 2018: (1) increased his base salary to \$750,000 (or €640,000 converted at a 1.17 U.S. dollar to Euro exchange rate) and (2) set his target annual bonus for 2018 as a percentage of salary at 100%. Mr. Savi will continue to be eligible to participate in the Company’s Omnibus Equity Incentive Plan. For more information regarding the Company’s annual incentive plan and equity award program, see the Company’s Definitive Proxy Statement for the 2018 Annual Meeting of Shareholders filed with the U.S. Securities and Exchange Commission on April 9, 2018.

Additional actions. In connection with the succession plan, the Compensation & Personnel Committee of the Board also granted Thomas M. Scalera, the Company’s Executive Vice President and Chief Financial Officer, \$500,000 of restricted stock units and \$500,000 of performance units, each under the Company’s Omnibus Equity Incentive Plan. These incentives are in recognition of Mr. Scalera’s significant contributions to the Company and reflect the Board’s desire to provide leadership continuity through the succession process.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by ITT Inc., dated August 2, 2018

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)

August 6, 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.**

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

Press Release

ITT Announces CEO Transition Plan

*Luca Savi, ITT's EVP and COO, to Succeed
Denise Ramos as CEO and President in January 2019*

WHITE PLAINS, N.Y., Aug. 2, 2018 – ITT Inc. (NYSE: ITT) today announced that CEO and President Denise Ramos has decided to retire. She will continue to serve as CEO until Jan. 1 and in an advisory role to the company until her retirement on March 1, 2019. As part of the company's long-term succession planning process, Luca Savi has been named to the newly created role of President and Chief Operating Officer, and he will become Chief Executive Officer and President on Jan. 1, 2019.

For the remainder of 2018, Savi will continue to report to Ramos as they work together, along with the ITT Leadership Team and Board of Directors, to ensure a seamless transition. He will remain responsible for driving global business performance and expanding world-class capabilities across the company.

"It has been an honor to lead ITT over the past seven years, and I am very proud of the performance and success that our talented team has achieved together," said Ramos, who joined ITT in 2007 as Chief Financial Officer. "In discussing succession planning with the Board of Directors, it has been clear that we have a leader in Luca who brings a unique combination of capabilities that will power ITT on the next part of its journey.

"As a member of the ITT Leadership Team, Luca has helped shape and execute the strategies that have driven our strong ongoing performance, and he has a proven track record of leading innovation, business and market growth, and operational excellence – both at ITT and in other roles throughout his career at companies such as Honeywell and Royal Dutch Shell. His global perspective, growth-oriented mindset and intense focus on customers make him uniquely qualified to continue our legacy of creating value," said Ramos.

Frank MacInnis, Chairman of ITT's Board of Directors, said: "Denise's leadership over the past seven years has been outstanding as she has successfully driven the creation of a company distinguished by its strong performance, attractive portfolio of businesses, robust balance sheet and intense commitment to building a vibrant culture. During her tenure, ITT has continually created value for shareholders as market capitalization has grown to \$4.9 billion, an increase of more than 2.5X. This planned transition comes at a time of strength for ITT and the Board of Directors is confident that Luca is well-qualified to lead the company's continued development and growth."

Savi said, "It is a privilege to have the opportunity to be the next leader of this incredible company. We continue our journey with the support of our strong Board of Directors, our experienced leadership team, and our talented and committed ITT'ers all around the world. We will build on the foundation that we have created over the past several years and work together to support the continued betterment of our company for our customers, employees, shareholders and communities."

Savi joined ITT in 2011 and most recently served as Executive Vice President and Chief Operating Officer, where he worked closely with the company's three segments to implement sustainable management systems that have helped drive operating margin expansion, working capital improvements and overall business performance. Given these advancements, the company will not seek to fill the COO role in January. Savi also served as president of the company's Motion Technologies segment, where he led the development of strong operational capabilities, revenue growth of 55 percent, global expansion and customer-centric innovation such as the ITT Smart Pad.

As previously announced, the company will release its second-quarter 2018 financial results at 6 a.m. ET, on Friday, August 3, 2018. At 9 a.m. ET, senior management will review financial and operating results, comment on current conditions and answer questions during an investor briefing.

The briefing can be accessed live by calling +1 (706) 643-7542 (ID#: 5988295). A real-time audio webcast of the presentation can be accessed at www.itt.com/investors, where related materials will be posted prior to the presentation and a replay of the webcast will be available for 90 days following the presentation.

A replay of the briefing will be available telephonically from two hours after the webcast until Friday, August 17, 2018, at midnight. The telephone replay will be available by calling +1 (800) 585-8367 (ID#: 5988295).

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 a total of approximately 125 countries. The company generated 2017 revenues of \$2.6 billion. For more information, visit www.itt.com.

Contacts:

Investors:

Jessica Kourakos
+1 914-641-2030
jessica.kourakos@itt.com

Media:

Kathleen Bark
+1 914-641-2103
kathleen.bark@itt.com