

Section 1: 8-K (FORM 8-K)

**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): May 16, 2019

PERCEPTRON, INC.

(Exact Name of Registrant as Specified in Charter)

Michigan
(State or Other Jurisdiction of Incorporation)

0-20206
(Commission File Number)

38-2381442
(I.R.S. Employer Identification Number)

47827 Halyard Drive, Plymouth, MI 48170-2461
(Address of Principal Executive Offices) (Zip Code)

(734) 414-6100
(Registrant's telephone number, including area code)

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 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of 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.

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, \$0.01 par value	PRCP	NASDAQ Global Market



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

On May 21, 2019, the Board of Directors (the “Board”) of Perceptron, Inc. (the “Company”) appointed Jay Freeland as Chairman of the Board replacing W. Richard Marz, who retired from his position as Chairman of the Board at that time. On May 16, 2019, Mr. Marz notified the Company that he planned to retire from the Board and would continue to serve as a director of the Company until a replacement director is found. The Board will initiate a search to identify a replacement director, with a strong and dedicated focus toward diverse candidates.

Attached hereto and incorporated by reference as Exhibit 99.1 is the press release relating to such appointment and retirement. Such information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

D. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Press Release dated May 22, 2019.

SIGNATURE

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.

PERCEPTRON, INC.

Date: May 22, 2019

By: /s/ David L. Watzka

By: David L. Watzka

Its: President, Chief Executive Officer and Chief Financial Officer

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Section 2: EX-99.1 (PRESS RELEASE)

EXHIBIT 99.1

Perceptron Names Jay Freeland as Chairman of the Board

Freeland, Former FARO President and CEO, Succeeds W. Richard Marz Following Dedicated Service as Long-time Board Member and Chairman

PLYMOUTH, Mich., May 22, 2019 (GLOBE NEWSWIRE) -- **Perceptron, Inc.** (NASDAQ:PRCP), a leading global provider of 3D automated metrology solutions and coordinate measuring machines, today announced the appointment of Jay Freeland, a current independent director of Perceptron, as the new Chairman of the Board of Directors, effective immediately.

Mr. Freeland succeeds W. Richard Marz, who has retired from his position as Chairman of the Board. Mr. Marz will continue to serve as an independent director until a replacement is found. The Board of Directors will initiate a search to identify a replacement board member, with a strong and dedicated focus toward diverse candidates.

“We are incredibly excited to announce industry veteran Jay Freeland as Chairman of the Board,” said David Watzka, President and CEO of Perceptron. “Jay’s broad resume of executive, financial and operational leadership, as well as his immense knowledge and experience in the metrology industry uniquely qualify him to drive the strategic direction of Perceptron. This appointment will enhance our continued focus on core competencies and market share penetration, as well as our pursuits for growth within automotive and adjacent industries.

We thank Rick for his many years of dedicated service as an independent director and Chairman. We appreciate his ongoing support and wish him all the best in his retirement.”

Mr. Freeland most recently served as President and Chief Executive Officer of FARO Technologies, Inc. (“FARO”) from December 2006 until December 2015, and as a Director of FARO from February 2006 until December 2015. FARO is a publicly traded global technology company that designs, develops, manufactures, markets and supports software driven, three-dimensional measurement, imaging and realization systems.

Mr. Freeland commented, “I am honored to be appointed as Perceptron’s Chairman of the Board and am excited to offer my experience and unique perspective as a catalyst for continued momentum toward the Company’s current and future strategic initiatives. On behalf of our board, I appreciate Rick’s undeniable contributions to this company, and look forward to continuing his leadership of Perceptron in pursuit of long-term success.”

Mr. Marz has served as a director of the Company since 2000 and Chairman of the Board since 2008.

About Perceptron

Perceptron (NASDAQ: PRCP) develops, produces and sells a comprehensive range of automated industrial metrology products and solutions to manufacturing organizations for dimensional gauging, dimensional inspection and 3D scanning. Products include 3D machine vision solutions, robot guidance, coordinate measuring machines, laser scanning and advanced analysis software. Global automotive, aerospace and other manufacturing companies rely on Perceptron's metrology solutions to assist in managing their complex manufacturing processes to improve quality, shorten product launch times and reduce costs. Headquartered in Plymouth, Michigan, USA, Perceptron has subsidiary operations in Brazil, China, Czech Republic, France, Germany, India, Italy, Japan, Slovakia, Spain and the United Kingdom. For more information, please visit www.perceptron.com.

Safe Harbor Statement

Certain statements in this press release may be “forward-looking statements” within the meaning of the Securities Exchange Act of 1934, including the Company’s expectation relating to the ability to successfully develop and introduce new products and expand into new customers and markets. When we use words such as “target,” “will,” “should,” “could,” “believes,” “expects,” “anticipates,” “estimates,” “prospects,” “outlook,” “guidance” or similar expressions, we are making forward-looking statements. We claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 for all of our forward-looking statements. While we believe that our forward- looking statements are reasonable, you should not place undue reliance on any such forward-looking statements, which speak only as of the date made. Because these forward-looking statements are based on estimates and assumptions that are subject to significant business, economic and competitive uncertainties, many of which are beyond our control or are subject to change, actual results could be materially different. Factors that might cause such a difference include, without limitation, the risks and uncertainties discussed from time to time in our periodic reports filed with the Securities and Exchange Commission, including those listed in “Item 1A – Risk Factors” of our Annual Report on Form 10-K for fiscal 2018. Except as required by applicable law, we do not undertake, and expressly disclaim, any obligation to publicly update or alter our statements whether as a result of new information, events or circumstances occurring after the date of this report or otherwise.

Company Contact:

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