

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): September 4, 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
(Address of Principal Executive Offices)

48170-2461
(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 (*see* General Instruction A.2. below):

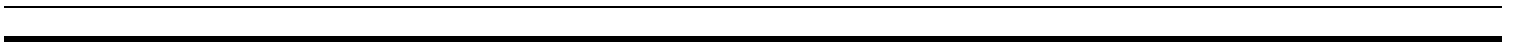
- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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 Rights to Purchase Preferred Stock	PRCP	The Nasdaq Stock Market LLC (Nasdaq Global Market)

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.



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

On September 4, 2019, Sujatha Kumar was appointed as a member of the Board of Directors (the “Board”) of Perceptron, Inc. (the “Company”), effective as of September 14, 2019. There are no related-party transactions that would be required to be disclosed under Item 404(a) of Regulation S-K with respect to Ms. Kumar.

Also on September 4, 2019, the Management Development, Compensation and Stock Option Committee awarded Ms. Kumar a non-qualified option to purchase 8,000 shares of the Company’s Common Stock under the Company’s 2004 Stock Incentive Plan with a grant date effective as of October 1, 2019. The options will be issued on the current form of Non-Qualified Stock Option Agreement for Directors. The options will become exercisable in three equal annual installments beginning October 1, 2020 at an exercise price equal to the fair market value of the Company’s Common Stock as of October 1, 2019.

On October 1, 2019, Ms. Kumar will be paid the regular quarterly retainer of \$11,250 and any regular quarterly Board committee retainers for any Board committees she is a member of prior to October 1, 2019, as though she had been a member of the Board and such Board committees on September 1, 2019.

On September 4, 2019, W. Richard Marz resigned from his position as a member of the Board, effective as of September 14, 2019, to facilitate the foregoing appointment.

Attached hereto and incorporated by reference as Exhibit 99.1 is the press release relating to such appointment and resignation. 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.

Exhibit No. Description

[Exhibit 99.1 Press Release dated September 4, 2019.](#)

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.

PERCEPTRON, INC.

Date: September 4, 2019

/s/ David L. Watza

By: David L. Watza

Its: President, Chief Executive Officer and Chief Financial Officer

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Section 2: EX-99.1 (PRESS RELEASE)

EXHIBIT 99.1

Perceptron Appoints Sujatha Kumar to Board of Directors

Replaces Director W. Richard Marz Following Dedicated Service

PLYMOUTH, Mich., Sept. 04, 2019 (GLOBE NEWSWIRE) -- **Perceptron, Inc.** (NASDAQ:PRCP), a leading global provider of 3D automated metrology solutions and coordinate measuring machines, today announced that Ms. Sujatha Kumar was appointed to the Company's Board of Directors as an independent director, effective September 14. She will replace Mr. W. Richard Marz, who is retiring from the Board.

"I am very pleased to welcome Sujatha Kumar to our Board of Directors," said Jay Freeland, Chairman of the Board. "Sujatha's unique skill set and experience in the technology and industrial sectors will be invaluable to Perceptron as we continue to execute our strategies for growth and add diversity to our Board. Her addition to our team is another strong step in that direction."

Since 2013, Ms. Kumar has served as Founder and President of Ayatis LLC, assisting technology and large industrial companies on strategy, technology and operational improvements. She also acts as a Technology Advisor for Houston-based venture fund Knightsgate Ventures, advising on technology matters for its portfolio companies and evaluating new investment opportunities for the fund. Previously, she held a variety of relevant industry positions in the United States and in Europe, including President of Mangan Software Solutions, Global Director of Advanced Solutions for Honeywell Process Solutions, Vice President and General Manager of the Americas for Matrikon International, Director of North America Euriware Division for AREVA, and CIO of FCI's Automotive Division.

Ms. Kumar commented, "I am honored to be appointed to Perceptron's Board of Directors. I believe my background in leading and counseling companies, with expertise in state-of-the-art technology, will aid Perceptron in pursuing and achieving its long-term goals. I look forward to working with the Board and management team as the Company continues down its current development path."

Ms. Kumar received an MBA from Rice University, a MS in Computer Science from Loyola University of Maryland, and a BS in Chemistry from Women's Christian College in Chennai, India.

"I join Jay in welcoming Sujatha to the Board of Directors of Perceptron," added David Watza, President and Chief Executive Officer. "On behalf of the entire Perceptron team, we would also like to thank Rick Marz for his many years of dedicated service to Perceptron. Rick has served on our Board since 2000 and as chairman from 2008 to 2019, and we are grateful for his valuable insights and contributions to our leadership team. His guidance and positive impact on the Company, the Board and all of our

employees, both as interim CEO and throughout my tenure, will last well into the future of this company. We appreciate his ongoing support and wish him all the best.”

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 2019. 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:

Investor Relations

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