
**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 12, 2021

TTM TECHNOLOGIES, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State of Incorporation)

0-31285
(Commission
File Number)

91-1033443
(I.R.S. Employer
Identification No.)

200 East Sandpointe, Suite 400, Santa Ana, CA
(Address of principal executive offices)

92707
(Zip Code)

(714) 327-3000
Registrant's telephone number, including area code

N/A
(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))

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	TTMI	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 2.02. Announcement of Retirement of Board Member and Appointment of a New Chairman

On May 12, 2021, the Registrant issued a press release announcing the retirement of Robert E. Klatell. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

As provided in General Instruction B.2 to Form 8-K, the information furnished in Item 2.02 and Exhibit 99.1 hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities under that Section, and shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly provided by specific reference in such filing.

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

On May 12, 2021 Rob Klatell tendered, and the Board of Directors of the Company (the “Board”) accepted his resignation from his position as a director of the Company and any committees thereof. Mr. Klatell joined the Board in 2004 and was named the Company’s Chairman of the Board in 2005. Mr. Klatell’s resignation was not a result of a disagreement with the Company. Rather, Mr. Klatell retired at the age of 75 in accordance with the Company’s Corporate Governance Guidelines. Since his retirement and after his re-election as a Class III member of the Board on May 12th, 2021, the Board of Directors unanimously appointed Rex Geveden as the new Chairman of the Board effective immediately after his appointment.

Item 5.07. Submission of Matters to a Vote of Security Holders

On May 12, 2021, the Company held its 2021 Annual Meeting of Stockholders (“Annual Meeting”). Of the 106,906,227 shares of common stock outstanding on the record date, 90,810,489 shares were present at the Annual Meeting in person or by proxy, representing approximately 84.94% of the total outstanding shares eligible to vote. All proposed measures passed and the Class III Directors recommended by the Company were elected. The final results for each of the matters submitted to a vote of stockholders at the Annual Meeting are as follows:

Proposal 1 – Election of Class III Directors

Name	Votes For	Votes Withheld	Broker Non-Votes
John G. Mayer	75,002,840	12,130,794	3,676,855
Rex D. Geveden	86,027,177	1,106,457	3,676,855

Proposal 2 – Advisory Vote on the Compensation of Named Executive Officers

Votes For:	86,663,651
Votes Against:	414,296
Abstain:	55,687
Broker Non-Votes	3,676,855

Proposal 3 – Ratification of Appointment of Independent Registered Public Accounting Firm for Fiscal Year Ending January 3, 2022

Votes For:	90,710,576
Votes Against:	65,710
Abstain:	34,203

Item 9.01. Press Release Dated May 12, 2021.

Exhibit 99.1 [Press Release dated May 12, 2021](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

TTM TECHNOLOGIES, INC.

Date: May 12, 2021

/s/ Daniel J. Weber

By: Daniel J. Weber
Executive Vice President, General Counsel and Secretary



Contact:

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FOR IMMEDIATE RELEASE

TTM Technologies, Inc. Announces Retirement of Board Member and Appointment of a New Chairman

Santa Ana, CA — May 12, 2021 — TTM Technologies, Inc. (NASDAQ:TTMI), a leading global printed circuit board (“PCB”) and radio frequency (“RF”) components and assemblies manufacturer, announced today that Robert E. Klatell has retired from his position as Chairman of the Board and Board member of TTM in accordance with TTM’s Corporate Governance Policy that proscribes a mandatory retirement for Directors at the age of 75. Mr. Klatell has served as a Director of our Company since September 2004 and our Chairman of the Board since May 2005.

TTM also announced that effective May 12, 2021, Rex D. Geveden has been appointed by the unanimous vote of the remaining Directors to serve as Chairman on the Company’s Board of Directors. Mr. Geveden has served as a Director on TTM’s board since 2018 and currently is the president and chief executive officer of BWX Technologies, Inc. (NYSE:BWXT), a \$2.1 billion nuclear industrial conglomerate headquartered in Lynchburg, VA. Previously, Mr. Geveden was executive vice president at Teledyne Technologies Incorporated, a provider of electronic subsystems and instrumentation for aerospace, defense and other uses. Mr. Geveden is a former Associate Administrator of the National Aeronautics and Space Administration (“NASA”), where he was responsible for all technical operations within the agency’s \$16 billion portfolio and served in various other positions with NASA in a career spanning 17 years. Mr. Geveden holds both a bachelor’s and master’s degrees in physics from Murray State University.

“We are very appreciative of the exceptional service of Rob Klatell over the years. We have benefitted immeasurably from his leadership as the Board’s Chairman and his many other contributions to the success of TTM, particularly as we strengthened our company through strategic acquisitions and divestitures aimed at further differentiating our leading position in the PCB industry,” said Tom Edman, President and CEO of TTM. “We are also pleased to have Rex take the helm as our next Chairman. His extensive background in industrial technology, coupled with his experience in the aerospace and defense sector, will bolster the Board’s capabilities as we look forward to the future for TTM.”

After Mr. Klatell’s retirement and Mr. Geveden’s appointment, TTM’s Board will consist of eight directors, seven of whom are independent under NASDAQ rules.



About TTM TTM Technologies, Inc. is a leading global printed circuit board manufacturer, focusing on quick-turn and volume production of technologically advanced PCBs and backplane assemblies as well as a global designer and manufacturer of high-frequency radio frequency (RF) and microwave components and assemblies. TTM stands for time-to-market, representing how TTM's time-critical, one-stop manufacturing services enable customers to shorten the time required to develop new products and bring them to market. Additional information can be found at www.ttm.com.