
**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): August 8, 2025

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

Delaware
(State of
Incorporation)

000-31285
(Commission
File Number)

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

200 East Sandpointe, Suite 400
Santa Ana, California
(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, \$0.001 par value	TTMI	Nasdaq Global Select Market

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. ☐

Section 5 - Corporate Governance and Management

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

Appointment of Edwin Roks, Ph.D. as President, Chief Executive Officer and Director

On August 14, 2025, TTM Technologies, Inc. (the “Company”) announced that Edwin Roks, Ph.D., age 61, has been appointed to succeed Thomas T. Edman as President and Chief Executive Officer of the Company, with an anticipated effective date of September 2, 2025 (the “Effective Date”). In addition, the Company also announced that Dr. Roks has been appointed to fill the Class II director vacancy on the Company’s Board of Directors (the “Board”), effective as of the Effective Date, with a term expiring at the Company’s 2026 annual meeting of stockholders. As previously disclosed, Mr. Edman will be retiring as the Company’s President and Chief Executive Officer in connection with Dr. Roks’ appointment, but will continue to serve as a member of the Board and a member of its Government Security Committee. Dr. Roks’ Board committee assignments will be determined at a later date.

From May 2025 through August 2025, Dr. Roks served as strategic advisor to the Executive Chairman of Teledyne Technologies Incorporated (“Teledyne”), a provider of enabling technologies for industrial growth markets. From January 2024 through April 2025, Dr. Roks served as Chief Executive Officer of Teledyne. From May 2021 to January 2024, he was Executive Vice President of Teledyne and President of Teledyne Digital Imaging Segment, Teledyne’s largest segment. From March 2017 to May 2021, he served as Vice President of Teledyne and Group President — Teledyne Digital Imaging, Teledyne DALSA and Teledyne e2v. Dr. Roks holds a Ph.D. in Electronics, Semiconductor Physics, from University of Twente and Master of Science and Bachelor of Science degrees in Electrical Engineering from Eindhoven University of Technology. Dr. Roks has over 25 years of experience in technology leadership roles across Europe and North America. His appointment to the Board was based on his proven business acumen and experience in the technology industry, having served in numerous senior executive roles with sizeable technology companies, including as chief executive officer of a public company.

Pursuant to the terms of Dr. Roks’ offer letter with the Company, he will receive (i) an annual base salary of \$1,000,000, (ii) a target cash bonus award at 125% of his salary, (iii) an initial grant of Company restricted stock units with an approximate grant date value of \$1,275,000 that vests in equal installments on the first, second and third anniversaries of the grant date, and (iv) an initial grant of Company performance share units with an approximate grant date value of \$2,975,000 that vests upon targets established by the Human Capital and Compensation Committee of the Board.

In connection with his employment, Dr. Roks will enter into the Company’s customary Executive Change in Control Severance Agreement. The form of Executive Change in Control Severance Agreement was filed as Exhibit 10.4 to the Company’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 5, 2015.

There are no arrangements or understandings between Dr. Roks and any other persons pursuant to which Dr. Roks was appointed as an executive officer or to the Board. Dr. Roks does not have any family relationships with any director or executive officer of the Company. There are no transactions in which Dr. Roks has any direct or indirect material interest requiring disclosure under Item 404(a) of Regulation S-K.

A copy of the offer letter is filed as Exhibit 10.1 to this Current Report on Form 8-K (“Report”) and incorporated herein by reference thereto. The foregoing summary of the offer letter does not purport to be complete and is qualified in its entirety by reference to the full text of the offer letter.

Amendments to Performance-Based Restricted Stock Unit Awards for Thomas T. Edman

In connection with Mr. Edman’s planned retirement, the Human Capital and Compensation Committee of the Board determined to amend the service-based vesting terms of 111,918, 106,329, and 149,312 performance-based restricted stock units granted to Thomas T. Edman on June 22, 2023, June 21, 2024, and June 24, 2025, respectively, under the TTM Technologies, Inc. 2023 Incentive Compensation Plan (collectively, the “Awards”).

Under the terms of the respective Awards, each of which were granted on the form of Performance-Based RSU Grant Notice and Award Agreement filed as Exhibit 10.7 to the Company’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 10, 2023, the Awards were subject to both performance-based and service-based vesting requirements, such that any unvested Awards would have been forfeited immediately upon termination of Mr. Edman’s “Continuous Service” (as such term is defined in the agreement). As a result of the amendments adopted on August 8, 2025, if Mr. Edman’s “Continuous Service” is terminated due to “Retirement” (as such term is defined in the agreement), he will remain eligible to receive the number of shares he would have been eligible to receive had he remained in “Continuous Service” through the end of the respective performance period. Such amendments did not modify any of the performance-based vesting requirements of the Awards.

The form of First Amendment to Performance-Based RSU Grant Notice and Award Agreement (the “Form of First Amendment”) is filed as Exhibit 10.2 to this Report and incorporated herein by reference thereto. The foregoing summary of the amendments does not purport to be complete and is qualified in its entirety by reference to the full text of the Form of First Amendment.

Section 7 - Regulation FD

Item 7.01 – Regulation FD Disclosure.

On August 14, 2025, the Company issued a press release announcing the appointment of Dr. Roks as the Company’s new President, Chief Executive Officer and a member of the Board (the “Press Release”). A copy of the Press Release is furnished with this Report as Exhibit 99.1 and is incorporated herein by reference.

The information furnished in this Item 7.01, including Exhibit 99.1, shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Cautionary Note Regarding Forward-Looking Statements

This Report, including Exhibit 99.1, contains forward-looking statements that relate to future events. The Company cautions you that such statements are simply predictions and actual events or results may differ materially. These statements reflect the Company’s current expectations, and the Company does not undertake to update or revise these forward-looking statements, even if experience or future changes make it clear that any projected results expressed or implied in this or other Company statements will not be realized. The statements also involve risks and uncertainties, many of which are beyond the Company’s control, which could cause actual results to differ materially from the forward-looking statements. For a description of additional factors that may cause the Company’s actual events or results to differ from any forward-looking statements, please review the information set forth in the “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” sections of the Company’s public reports filed with the Securities and Exchange Commission.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

The following exhibits are filed with this Report:

<u>Exhibit Number</u>	<u>Description</u>
10.1	<u>Letter Agreement, dated as of August 14, 2025, by and between the Company and Edwin Roks</u>
10.2	<u>Form of First Amendment to Performance-Based RSU Grant Notice Award Agreement by and between TTM Technologies, Inc. and Thomas Edman</u>
99.1	<u>Press Release dated August 14, 2025</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

TTM TECHNOLOGIES, INC.

Date: August 14, 2025

/s/ Daniel J. Weber
By: Daniel J. Weber
Executive Vice President, Chief Legal Officer & Secretary

**TTM Technologies, Inc.**

200 E. Sandpointe Ave, Suite #400
Santa Ana, CA 92707

August 14, 2025

Edwin Roks

[***]

Dear Edwin:

We are pleased to present you an offer of employment at TTM Technologies at our Santa Ana (HQ) location. We believe your skills, experience, and knowledge will be an asset to our company and we look forward to a rewarding employment relationship. Please note, this offer is contingent upon your successful completion of a pre-employment background check, drug screening, proof that your status in the United States complies with ITAR regulations as they apply to TTM, and execution of certain company agreements related to confidentiality and the protection of TTM assets.

The following summarizes the key terms of this offer:

Position

Start Date: September 2, 2025
Job Title: President & Chief Executive Officer

Compensation

Salary: \$1,000,000 USD annually

Annual Incentive Plan: You will be eligible to participate in the TTM Incentive Plan (TIP). Your target bonus will be 125% of your eligible earnings and will be based on the completion of specific financial and performance objectives which will be shared separately. In accordance with plan rules, this will be pro-rated for 2025 based upon eligible wages earned in FY2025.

Restricted Stock Units (RSUs): For FY 2025, you will be granted RSUs with a target value of \$1,275,000. The exact number of RSUs on the date of grant will be determined by dividing the target value by the 6-month trailing average closing stock price at the date of grant, which will occur on your start date. RSUs are subject to the standard vesting schedule of three years.

Performance Share Units (PSU): For FY2025, you will be granted PSUs with a target value of \$2,975,000. The exact number of PSUs on the date of grant will be determined by dividing the target value by the 6-month trailing average closing stock price at the date of grant, which will occur on your start date.

The TTM Treasury team will provide you with separate equity agreements for both RSU and PSU upon joining which outline targets and plan specifics.

Benefits

If needed, TTM will extend the executive relocation policy and associated benefits. Inform Shawn Powers by December 31, 2025 of your intention.



You will be eligible to participate in benefits programs in accordance with the company's policies upon your start date, except as otherwise indicated.

Medical, Dental and Vision (benefits begin on the first of the month following your start date; you have 30 days from the date of eligibility to sign up.
Life insurance
Short and Long Term Disability
401(k) Savings Plan
Paid Time Off: 20 days (160 hours) annually, which accrues bi-weekly from your start date

For more information, please refer to the summary plan documents and company handbook which will be provided upon starting.

Withholding and Employment Taxes:

All of your compensation (in any form) shall be subject to all required withholding taxes, employment taxes and other deductions required by law.

At-Will Employment and Entire Agreement:

Your employment is at-will and for no specified period, and either you or the Company may terminate this employment relationship at any time and for any reason. This provision can only be changed or revoked in a formal written contract signed by the Chairman of the TTM Board of Directors and cannot be changed by any expressed or implied agreement based on statements or actions. This offer, including any attachments, contains our complete, final, and exclusive agreement relating to the terms and conditions of your employment, and supersedes all prior or contemporaneous oral or written agreements, representations, or discussions. As an executive, you will be subject to the TTM clawback policy and Share Ownership Guidelines. The Company reserves the right to change elements and the structure of its compensation and benefit plans and employment policies to better align with business needs.

We look forward to having you join the TTM team. If this offer meets with your approval, please indicate your acceptance by signing below and returning an executed original to me at your earliest convenience, but no later than August 14, 2025.

Sincerely

/s/ Rex Geveden

Rex Geveden
Chairman, TTM Technologies

cc: Shawn Powers, CHRO, [***]

Acceptance:

I accept TTM Technologies' offer of employment under the terms outlined in this letter.

/s/ Edwin Roks

Edwin Roks

August 14, 2025

Date

**FORM OF FIRST AMENDMENT TO
PERFORMANCE-BASED RSU GRANT NOTICE AND AWARD AGREEMENT**

This First Amendment to the Performance-Based RSU Grant Notice and Award Agreement (this “Amendment”) is made and entered into as of August [•], 2025 (the “Effective Date”), by and between TTM Technologies, Inc., a Delaware corporation (the “Company”) and Thomas Edman (the “Grantee”). Capitalized terms used herein but not otherwise defined shall have the meanings set forth in that certain Performance-Based RSU Grant Notice and Award Agreement, dated as of [DATE] by and between the Company and the Grantee (the “Award Agreement”).

RECITALS

A. Pursuant to the Award Agreement, the Company granted to the Grantee certain performance-based Restricted Stock Units (“PRUs”) on the terms and conditions set forth therein.

B. The Company and the Grantee now desire to amend certain of the terms and conditions of the Award Agreement with respect to the PRUs as set forth herein.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, and for other good and valuable consideration, the parties hereto agree as follows:

1. Amendment.

- a. As of the Effective Date, Section 9 of the Award Agreement shall be amended and restated in its entirety as follows:
 “If the Recipient’s Continuous Service is terminated due to “Retirement,” the Recipient shall be eligible to receive the number of Shares the Recipient would have been eligible to receive had the Recipient remained in Continuous Service through the end of the Performance Period.”
- b. As of the Effective Date, Section 10 and Section 11 of the Award Agreement are each amended by deleting the last sentence thereof.

2. No Further Amendment. Except as expressly amended as set forth herein, all other terms and conditions of the Award Agreement and the Plan shall remain in full force and effect, unaltered and unaffected hereby, and the parties hereby ratify and confirm their rights and obligations as set forth in said Award Agreement, as amended herein, and in the Plan.

3. Counterparts. This Amendment may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. Delivery of an executed counterpart of a signature page to this Amendment by facsimile or PDF shall be effective as delivery of a manually executed counterpart of this Agreement.

5. Governing Law. This Amendment shall be construed and interpreted in accordance with the laws of the state of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties have executed this Amendment effective as of the date first written above.

COMPANY:

TTM TECHNOLOGIES, INC.

By: _____

Name:

Title:

GRANTEE:

Thomas Edman

[Signature Page to First Amendment to Performance-Based Restricted RSU Grant Notice and Award Agreement]

TTM Technologies, Inc. Appoints Edwin Roks, Ph.D. as President and Chief Executive Officer and Member of Board of Directors

Santa Ana, CA – August 14, 2025 – TTM Technologies, Inc. (NASDAQ: TTMI), a leading global manufacturer of technology solutions including mission systems, radio frequency (“RF”) components and RF microwave/microelectronic assemblies, quick-turn and technologically advanced printed circuit boards (“PCB”), today announced the appointment of Edwin Roks, Ph.D. as the company’s new President and Chief Executive Officer, effective September 2nd, 2025. Dr. Roks succeeds Thomas T. Edman, who will be retiring, as previously disclosed, after serving as the company’s CEO since 2014. Mr. Edman will become an advisor to the Chairman to assist with the CEO transition, which is expected to last until January 1, 2026, and will continue to serve on the Board and the Government Security Committee beyond that date.

In addition, the Company announced that Dr. Roks has been appointed by the Board of Directors (the “Board”) to serve as a Class II director on the Board, effective September 2, 2025. Dr. Roks fills the Class II director vacancy, with a term expiring at the Company’s 2026 annual meeting of stockholders.

Dr. Roks brings a wealth of experience in the aerospace and defense and industrial electronics industries, having most recently served as CEO of Teledyne Technologies Incorporated until April 2025. Dr. Roks was a strong contributor to Teledyne’s growth in the digital imaging area, the advancement of technology across their business portfolio, and the successful integration of Teledyne’s largest acquisitions.

“We are excited to welcome Edwin to TTM as our next CEO and a member of our Board,” said Rex Geveden, Chair of the TTM Board of Directors. “Edwin’s proven leadership, deep industry knowledge, strong technical and operational expertise, and strategic vision make him the ideal leader to guide TTM into its next phase of growth and innovation.”

During his tenure at Teledyne, Dr. Roks was instrumental in expanding the company’s capabilities across critical markets, including aerospace & defense, industrial, and communications. His focus on operational excellence, customer engagement, and innovation aligns closely with TTM’s long-term goals.

“I am honored to join TTM Technologies at such an exciting time,” said Dr. Roks. “TTM has built a strong reputation as a technology leader and trusted partner across a wide range of industries. I look forward to working with the talented TTM team to build on this foundation and deliver continued value to our customers, shareholders, and employees.”

Tom Edman, who has led TTM Technologies since 2014, shared his confidence in the company’s future under Roks’ leadership:

“It has been an incredible privilege to lead TTM Technologies through a transformative period of growth and innovation,” said Mr. Edman. “I am proud of what we’ve accomplished together, and I believe Edwin is the right leader to take TTM forward. His global experience, technical depth, and commitment to excellence make him an outstanding choice to guide the company into its next chapter.”

About TTM

TTM Technologies, Inc. is a leading global manufacturer of technology solutions, including mission systems, RF components, RF microwave/microelectronic assemblies, and quick-turn and technologically advanced PCBs. TTM stands for time-to-market, representing how TTM’s time-critical, one-stop design, engineering and manufacturing services enable customers to reduce the time required to develop new products and bring them to market. Additional information can be found at www.ttm.com.

Forward-Looking Statements

This release contains forward-looking statements that relate to future events or performance. TTM cautions you that such statements are simply predictions and actual events or results may differ materially. These statements reflect TTM's current expectations, and TTM does not undertake to update or revise these forward looking statements, even if experience or future changes make it clear that any projected results expressed or implied in this or other TTM statements will not be realized. Further, these statements involve risks and uncertainties, many of which are beyond TTM's control, which could cause actual results to differ materially from the forward-looking statements. These risks and uncertainties include, but are not limited to, general market and economic conditions, including interest rates, currency exchange rates and consumer spending, demand for TTM's products, market pressures on prices of TTM's products, warranty claims, changes in product mix, contemplated significant capital expenditures and related financing requirements, TTM's dependence upon a small number of customers and other factors set forth in the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of TTM's public reports filed with the SEC.

Contact:

Sameer Desai,
Vice President, Corporate Development & Investor Relations
TTM Technologies, Inc.
sameer.desai@ttmtech.com
714-327-3050

Winnie Ng
Vice President, Corporate Marketing
TTM Technologies, Inc.
+852 2660 4287 / +1 714 327 3000
winnie.ng@ttm.com