

Mueller Water Products, Inc.
Form 8-K
December 13, 2017

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): December 12, 2017

MUELLER WATER PRODUCTS, INC.

(Exact name of Registrant as Specified in its Charter)

Delaware
(State or other Jurisdiction of
Incorporation or Organization)

0001-32892
(Commission
File Number)

20-3547095
(IRS Employer
Identification No.)

1200 Abernathy Road, Suite 1200

30328

Atlanta, Georgia
(Address of principal executive offices) **(Zip code)**
Registrant's telephone number, including area code: (770) 206-4200

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))
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 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS.

On December 12, 2017, Mueller Water Products, Inc. (the Corporation) amended its existing Executive Change-in-Control Severance Agreements with Scott Hall, President and Chief Executive Officer of the Corporation, and Keith L. Belknap, Executive Vice President, Business Development, General Counsel, Corporate Secretary and Chief Compliance Officer of the Corporation (each agreement, as amended, an Amended Agreement). The Amended Agreements for Messrs. Hall and Belknap have been revised to include a best-net provision that will apply to payments that may not be deductible under Section 280G of the Internal Revenue Code of 1986, as amended (the Code) or that may be subject to excise taxes imposed under Code Section 4999. The best net provisions will cause Messrs. Hall s and Belknap s severance payments to either be (i) reduced to an amount which does not result in a loss of deduction of the payments by the Corporation under Code Section 280G or trigger the Code Section 4999 excise tax or (ii) paid in full, depending on which payment would result in Messrs. Hall or Belknap receiving the greatest after tax benefit.

The above summaries of the Amended Agreements are qualified by reference in their entirety to these agreements, which are attached hereto as Exhibits 10.1 and 10.2, respectively, and incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits:

Exhibit No.	Description
10.1	<u>Amendment to Executive Change-in-Control Agreement of J. Scott Hall, dated December 12, 2017.</u>
10.2	<u>Amendment to Executive Change-in-Control Agreement of Keith L. Belknap, dated December 12, 2017.</u>

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.

MUELLER WATER PRODUCTS, INC.

By: /s/ KEITH L. BELKNAP
Keith L. Belknap

Executive Vice President,

General Counsel and Corporate Secretary

Date: December 13, 2017