

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):

June 12, 2022

**INNOVATE CORP.**

(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or other jurisdiction of incorporation)	<u>001-35210</u> (Commission File Number)	<u>54-1708481</u> (I.R.S. Employer Identification No.)
295 Madison Avenue, 12th Floor New York, NY		10017
(Address of principal executive offices)		(Zip Code)
Registrant's telephone number, including area code:		(212) 235-2690

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	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	VATE	New York Stock Exchange
Preferred Stock Purchase Rights	N/A	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 Certain Officers, Election of Directors, Appointment of Certain Officers, Compensatory Arrangements of Certain Officers.**

On June 12, 2022, Michael Gorzynski, Shelly C. Lombard and Kenneth S. Curtis notified the Board of Directors (the “Board”) of INNOVATE Corp. (the “Company”) that they will not stand for re-election to the Board at the Company’s 2022 Annual Meeting of Stockholders (the “Annual Meeting”).

Each of Mr. Gorzynski, Ms. Lombard and Mr. Curtis also irrevocably tendered his or her resignation as a director of the Board and any of the Company’s subsidiaries, including any applicable committee or subcommittee of the Board or any subsidiary, in each case. Ms. Lombard and Mr. Curtis each served on the Company’s Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee. Their resignations will be effective as of 12:01 a.m., Eastern Time on June 17, 2022 and did not result from any disagreements with management or the Board. The Company expects to proceed with the Annual Meeting as scheduled on Thursday, June 16, 2022, at 11:00 a.m., Eastern Time.

A copy of the Company’s press release regarding the resignations of Mr. Gorzynski, Ms. Lombard and Mr. Curtis from the Company’s Board is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

Item No.	Description
99.1	<a href="#">Press Release dated June 13, 2022, titled "INNOVATE Corp. Announces Directors Michael Gorzynski, Shelly Lombard and Kenneth Curtis Will Not Stand for Re-election"</a>
104	Cover Page Interactive Data File (the cover page XBRL tags are 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.

Date: June 13, 2022

**INNOVATE Corp.** (Registrant)

By: /s/ Michael J. Sena

Name: Michael J. Sena

Title: Chief Financial Officer



## **INNOVATE Corp. Announces Directors Michael Gorzynski, Shelly Lombard and Kenneth Courtis Will Not Stand for Re-election**

**NEW YORK, June 13, 2022** – INNOVATE Corp. (“INNOVATE” or the “Company”) (NYSE: VATE), today announced that directors Michael Gorzynski, Shelly C. Lombard and Kenneth S. Courtis have informed the Company that they will not stand for re-election to the Board of Directors at INNOVATE’s 2022 Annual Meeting of Stockholders (the “Annual Meeting”).

Gorzynski, Lombard and Courtis each irrevocably tendered their resignations as directors of INNOVATE’s Board and any of INNOVATE’s subsidiaries, including any applicable committee or subcommittee of the Board or any subsidiary, in each case. Their resignations will be effective as of 12:01 a.m., Eastern Time on June 17, 2022.

“We thank Michael, Shelly and Ken for their service to our Board and appreciate their insights, perspectives and contributions to INNOVATE Corp. We wish them all the best in their future endeavors,” said Avie Glazer, Chairman of INNOVATE.

No other nominees for election at the Annual Meeting will be named. The Board of Directors intends to identify new independent directors and expeditiously fill the three Board vacancies. The Company expects to proceed with the Annual Meeting as scheduled on Thursday, June 16, 2022, at 11:00 a.m., Eastern Time.

### **Cautionary Statement Regarding Forward-Looking Statements**

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995: This press release contains, and certain oral statements made by our representatives from time to time may contain, "forward-looking statements." Generally, forward-looking statements include information describing actions, events, results, strategies and expectations and are generally identifiable by use of the words “believes,” “expects,” “intends,” “anticipates,” “plans,” “seeks,” “estimates,” “projects,” “may,” “will,” “could,” “might,” or “continues” or similar expressions. Such forward-looking statements are based on current expectations and inherently involve certain risks, assumptions and uncertainties. The forward-looking statements in this presentation include, without limitation, any statements regarding our ability to timely identify and appoint new independent directors and to comply with the NYSE continued listing standards. Except as required by law, INNOVATE disclaims any obligation to update any of the forward-looking statements contained in this press release.

### **About INNOVATE Corp.**

INNOVATE Corp., is a portfolio of best-in-class assets in three key areas of the new economy – Infrastructure, Life Sciences and Spectrum. Dedicated to stakeholder capitalism, INNOVATE employs approximately 3,902 people across its subsidiaries. For more information, please visit: [www.INNOVATECorp.com](http://www.INNOVATECorp.com).

### **For INNOVATE:**

#### **Media Contact:**

Reevemark

Paul Caminiti/Pam Greene/Luc Herbowy

[INNOVATE.Team@reevemark.com](mailto:INNOVATE.Team@reevemark.com)  
(212) 433-4600

**Investor Contact:**  
Solebury Trout  
Anthony Rozmus  
[ir@innovatecorp.com](mailto:ir@innovatecorp.com)  
(212) 235-2691