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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**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 2, 2023**

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**Emerson Electric Co.**

(Exact name of registrant as specified in its charter)

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**Missouri**  
(State or other jurisdiction  
of incorporation)

**1-278**  
(Commission  
File Number)

**43-0259330**  
(IRS Employer  
Identification No.)

**8000 West Florissant Avenue, St. Louis, Missouri 63136**  
(Address of principal executive offices and zip code)

**Registrant's telephone number, including area code: (314) 553-2000**

**Not Applicable**  
(Former name or former address, if changed since last report.)

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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 Symbols	Name of each exchange on which registered
Common Stock, \$0.50 par value per share	EMR	New York Stock Exchange NYSE Chicago
0.375% Notes due 2024	EMR 24	New York Stock Exchange
1.250% Notes due 2025	EMR 25A	New York Stock Exchange
2.000% Notes due 2029	EMR 29	New York Stock Exchange

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. ☐

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

On May 2, 2023, the Board of Directors of Emerson Electric Co. (the “Company”) elected Leticia Gonçalves and Jim M. McKelvey as Directors of the Company. Ms. Gonçalves was also appointed to serve as a member of the Audit Committee and the Technology and Environmental Sustainability Committee. Mr. McKelvey was appointed to serve as a member of the Compensation Committee and the Technology and Environmental Sustainability Committee.

The Board of Directors determined that Ms. Gonçalves and Mr. McKelvey are each independent, as defined under the general independence standards of the New York Stock Exchange, the rules and regulations of the Securities and Exchange Commission (“SEC”) and the Company’s Corporate Governance Principles and Practices. There is no arrangement or understanding between Ms. Gonçalves or Mr. McKelvey and any other person pursuant to which Ms. Gonçalves or Mr. McKelvey was elected as a director and the Company is not aware of any transactions with either Ms. Gonçalves or Mr. McKelvey that would require disclosure under Item 404(a) of Regulation S-K.

Leticia Gonçalves is the President, Global Foods for Archer Daniels Midland Company (“ADM”) and a member of ADM’s Executive Council. At ADM, she oversees the Company’s international portfolio of food ingredients and solutions. Prior to joining ADM, Ms. Gonçalves spent more than 20 years at Monsanto and three years at Bayer following its acquisition of Monsanto, with roles in digital solutions, commercial operations, international management and technology development. She is also a longtime advocate and driver of diversity and inclusion, participating in the Conference Board’s Global Women’s Leaders Council in Europe. Ms. Gonçalves holds a bachelor’s degree in chemical engineering from Universidade de São Paulo, Brazil and an executive MBA from the Katz Graduate School of Business at the University of Pittsburgh.

Jim McKelvey is an entrepreneur who has founded several companies, including Block, Inc. (formerly known as Square) and Invisibly, Inc. Mr. McKelvey is also a co-founder of Fintop Capital, a venture capital firm focused on financial technologies. Mr. McKelvey is a member of the Board of directors of Block, the Chair of the St. Louis Federal Reserve Bank’s Board of Directors and a trustee of Washington University. He holds a bachelor’s degree in computer science and economics from Washington University in St. Louis.

Each of Ms. Gonçalves and Mr. McKelvey will receive an award of restricted stock units (“RSU”), representing a \$116,667 pro rata award of the \$175,000 RSU portion of the annual retainer previously paid to all non-management directors. Going forward, Ms. Gonçalves and Mr. McKelvey will be compensated on the same basis as all other non-management Directors of the Company. Compensation for non-management directors is described each year in the Company’s Proxy Statement under “Director Compensation”.

**Item 7.01. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

The following information is furnished pursuant to Regulation FD.

On May 2, 2023, the Company issued a press release announcing the election of Ms. Gonçalves and Mr. McKelvey. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibits</u>
99.1	<a href="#">Press Release issued by Emerson Electric Co. on May 2, 2023</a>
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

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**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.

Date: May 2, 2023

**EMERSON ELECTRIC CO.**

By: /s/ John A. Sperino

John A. Sperino

Vice President and Assistant Secretary



### **Emerson Appoints Leticia Gonçalves and Jim McKelvey to Board of Directors**

*Appointments underscore Board's commitment to ongoing refreshment*

**ST. LOUIS** (May 2, 2023) – Emerson (NYSE: EMR) today announced the appointments of Leticia Gonçalves and Jim McKelvey to its Board of Directors, effective May 2, 2023. Upon the addition of Gonçalves and McKelvey, the Emerson Board will expand to 13 members.

“We are pleased to welcome Leticia and Jim to the Emerson Board,” said James Turley, chair of the Emerson Board of Directors. “Leticia’s experience leading global teams, driving technology development and accelerating change make her an excellent addition to our Board of Directors. As an experienced entrepreneur, Jim brings a unique, innovation-focused perspective to Emerson as the company continues to invest in technology and R&D across its automation portfolio. These appointments underscore the Emerson Board’s commitment to ongoing refreshment, and we are confident we will benefit from Jim and Leticia’s perspectives as we advance on our portfolio journey.”

“I look forward to working closely with Leticia and Jim as we focus on driving execution following our recent acquisitions,” said Lal Karsanbhai, president and chief executive officer. “Leticia brings a proven international track record and growth focus to Emerson as we continue our transformation into a high-growth automation leader. Her leadership and dedication to advocating for diversity and inclusion will also provide invaluable insights as Emerson continues to transform and modernize our culture. Jim’s passion and energy for technology has been proven throughout his career as co-founder of Block, LaunchCode and Invisibly. His expertise in software, cloud and cybersecurity will benefit Emerson in our continued push to provide customers with leading software and digital solutions.”

“I am excited to join the Emerson Board as it continues to drive operational excellence and innovation, and progresses on its transformation into a more profitable, higher-growth automation leader,” said Leticia Gonçalves. “Emerson has actively evolved its portfolio over the last 18 months, and I am energized about the opportunities ahead as the Company looks to integrate and realize the many compelling synergy opportunities following its recent acquisitions.”

“I have closely followed Emerson’s recent portfolio transformation into a more focused automation leader and I am honored to join the Board as the company accelerates its investments in research, development and engineering,” said Mr. McKelvey. “I look forward to leveraging my experience to support the work of the talented Emerson team as they deliver new breakthrough technologies and enhance the value Emerson brings to companies and manufacturers across the globe.”

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In addition to the new director appointments, the Board has formed a Technology and Environmental Sustainability Committee (the “Committee”). The Committee will oversee investments related to technology and R&D, ensure best-in-class cybersecurity practices, and help guide Emerson’s environmental sustainability goals and programs. Gonçalves and McKelvey will both serve on this Committee.

#### **About Leticia Gonçalves**

Leticia Gonçalves is the President, Global Foods for Archer Daniels Midland Company (ADM) and a member of the Company’s Executive Council. At ADM, she oversees the Company’s international portfolio of food ingredients and solutions. Prior to joining ADM, Gonçalves spent more than 20 years at Monsanto and three years at Bayer following its acquisition of Monsanto, with roles in digital solutions, commercial operations, international management and technology development. She is also a longtime advocate and driver of diversity and inclusion, participating in the Conference Board’s Global Women’s Leaders Council in Europe. In December 2022, Gonçalves was recognized by Bloomberg Línea as one of the 100 Most Influential Latinos around the world.

She is a member of the Board of Directors of Future Meat, a leading cultured meat biotechnology Company. Gonçalves holds a bachelor’s degree in chemical engineering from Universidade de São Paulo, Brazil and an executive MBA from the Katz Graduate School of Business at the University of Pittsburgh.

#### **About Jim McKelvey**

Jim McKelvey is a successful entrepreneur who has founded several companies, including Block (formerly known as Square) and Invisibly, Inc., a technology startup that is revolutionizing how consumers derive value from personal data and access premium content online. McKelvey is also a co-founder of Fintop Capital, a venture capital firm focused on financial technologies.

McKelvey is a member of the Board of Directors of Block, a trustee of Washington University, and Founder and Chairman of LaunchCode. McKelvey is also Chair of the Federal Reserve Bank of St. Louis. He holds bachelor’s degrees in computer science and economics from Washington University in St. Louis.

#### **About Emerson**

Emerson (NYSE: EMR) is a global technology and software company providing innovative solutions for the world’s essential industries. Through its leading automation portfolio, including its majority stake in AspenTech, Emerson helps hybrid, process and discrete manufacturers optimize operations, protect personnel, reduce emissions and achieve their sustainability goals. For more information, visit [Emerson.com](https://www.emerson.com).

#### **Forward-Looking and Cautionary Statements**

Statements in this press release that are not strictly historical may be “forward-looking” statements, which involve risks and uncertainties, and Emerson undertakes no obligation to update any such statements to reflect later developments. These risks and uncertainties include the Company’s ability to successfully complete on the terms and conditions contemplated, and the financial impact of, the proposed Climate Technologies transaction and the proposed National Instruments transaction, the scope, duration and ultimate impacts of the COVID-19 pandemic and the Russia-Ukraine conflict, as well as economic and currency conditions, market demand, including related to the pandemic and oil and gas price declines and volatility, pricing, protection of intellectual property, cybersecurity, tariffs, competitive and technological factors, inflation, among others, as set forth in the Company’s most recent Annual Report on Form 10-K and subsequent reports filed with the SEC. The outlook contained herein represents the Company’s expectation for its consolidated results, other than as noted herein.

#### **Contacts**

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