

**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): April 30, 2019

CONSTRUCTION PARTNERS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38479
(Commission
File Number)

26-0758017
(I.R.S. Employer
Identification Number)

290 Healthwest Drive, Suite 2
Dothan, Alabama 36303
(Address of principal executive offices, including zip code)

(334) 673-9763
(Registrant's telephone number, including area code)

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:

- 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 1.01. Entry into a Material Definitive Agreement.

The information set forth in Item 5.02 of this Current Report on Form 8-K under the heading "Indemnification Agreement" is incorporated in this Item 1.01 by reference.

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

Election of Noreen E. Skelly to the Board of Directors

Effective April 30, 2019, the Board of Directors (the "Board") of Construction Partners, Inc. (the "Company"), in accordance with the Company's Amended and Restated Bylaws and upon the recommendation of the Board's Nominating and Corporate Governance Committee, unanimously voted to increase the size of the Board from six (6) directors to seven (7) directors and to elect Noreen E. Skelly to fill the vacancy created by the increase in the size of the Board. Ms. Skelly will serve as a Class III director, with a term expiring at the 2021 annual meeting of the Company's stockholders. The Board also appointed Ms. Skelly to serve as chairperson of the Audit Committee of the Board. The Board has determined that Ms. Skelly is independent under Nasdaq listing standards and is otherwise qualified to serve on the Board and the Audit Committee.

There are no arrangements or understandings between Ms. Skelly and any other person pursuant to which she was elected as a director. Additionally, there are no related person transactions involving Ms. Skelly and the Company that would require disclosure under Item 404(a) of Regulation S-K promulgated by the Securities and Exchange Commission (the "SEC"). As a member of the Board, Ms. Skelly will be entitled to receive the same compensation that is paid to the Company's other non-employee directors other than the Executive Chairman, as the same may be adjusted by the Board from time to time.

A copy of the press release issued by the Company on April 30, 2019 is attached hereto as Exhibit 99.1, and the information set forth therein is incorporated herein by reference.

Indemnification Agreement

In connection with her election as a director of the Company, Ms. Skelly entered into an indemnification agreement with the Company, effective as of April 30, 2019, the form of which previously has been approved by the Board and entered into by each of the Company's current directors and executive officers (the "Indemnification Agreement"). The Indemnification Agreement requires the Company to indemnify Ms. Skelly to the fullest extent permitted by Delaware law and is in addition to protections provided in the Company's governing documents. Under the Indemnification Agreement, Ms. Skelly will be indemnified for certain liabilities and will be advanced certain expenses that have been incurred as a result of actions brought, or threatened to be brought, against her in connection with her duties. The Indemnification Agreement also contains various covenants by the Company as to the maintenance of directors' and officers' liability insurance. This description of the Indemnification Agreement does not purport to be complete and is qualified in its entirety by reference to the form of Indemnification Agreement, which is incorporated herein by reference to Exhibit 10.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Form of Indemnification Agreement, by and between Construction Partners, Inc. and each of its directors and executive officers (incorporated by reference to Exhibit 10.1 to Amendment No. 1 to the Company's Registration Statement on Form S-1 (File No. 333-224174), filed on April 23, 2018)
99.1	Press release dated April 30, 2019

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.

CONSTRUCTION PARTNERS, INC.

Date: April 30, 2019

By: /s/ Charles E. Owens
Charles E. Owens
President and Chief Executive Officer



NEWS RELEASE

Construction Partners, Inc. Adds Noreen E. Skelly to Board of Directors

DOTHAN, AL, April 30, 2019 - Construction Partners, Inc. (NASDAQ: ROAD) (the "Company"), a vertically integrated civil infrastructure company specializing in the construction and maintenance of roadways across five southeastern states, today announced that Noreen E. Skelly has been elected to the Company's board of directors and will serve as chairperson of the audit committee of the board.

"I am very pleased to announce the addition of Noreen Skelly to our board of directors," said Ned N. Fleming, III, the Company's Executive Chairman. "In addition to her experience as the chief financial officer of a publicly traded company and the leadership skills she has acquired from more than thirty years of service as a finance executive, Noreen will bring great judgment and candor to our boardroom discussions, and we welcome her to the board."

Ms. Skelly currently engages in private consulting activities for financial institutions. She previously served as Executive Vice President and Chief Financial Officer of Veritex Holdings, Inc. (NASDAQ: VBTX), the holding company of Veritex Community Bank, headquartered in Dallas, Texas, from June 2012 through January 2019. Prior to her position with Veritex Holdings, Inc., Ms. Skelly was the Chief Financial Officer of Highlands Bancshares, Inc., a bank holding company located in the Dallas, Texas area. Her experience includes serving in various senior management positions within the corporate finance functions at Comerica Bank and ABN AMRO / LaSalle Bank. Ms. Skelly began her professional career at the Federal Reserve Bank of Chicago and was promoted to serve as an accounting policy analyst for the Board of Governors of the Federal Reserve System in Washington, D.C. Ms. Skelly received a Bachelor of Business Administration in finance from the University of Texas at Austin and a Masters of Business Administration from the University of Chicago Booth School of Business.

About Construction Partners, Inc.

Construction Partners, Inc. is a vertically integrated civil infrastructure company operating across five southeastern states, with 31 hot mix asphalt plants, nine aggregate facilities and a liquid asphalt terminal. Publicly funded projects include local and state roadways, interstate highways, airport runways and bridges. The majority of the Company's public projects are maintenance-related. Private sector projects include paving and sitework for office and industrial parks, shopping centers, local businesses and residential developments. To learn more, visit www.constructionpartners.net.

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Cautionary Note Regarding Forward-Looking Statements

Certain statements contained herein that are not statements of historical or current fact constitute "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934. These statements may be identified by the use of words such as "may," "will," "expect," "should," "anticipate," "intend," "project," "outlook," "believe" and "plan." The forward-looking statements contained in this press release include, without limitation, statements related to financial projections, future events, business strategy, future performance, future operations, backlog, financial position, estimated revenues and losses, projected costs, prospects, plans and objectives of management. These and other forward-looking statements are based on management's current views and assumptions and involve risks and uncertainties that could significantly affect expected results. Important factors could cause actual results to differ materially from those expressed in the forward-looking statements, including, among others: our ability to successfully manage and integrate acquisitions; failure to realize the expected economic benefits of acquisitions, including future levels of revenues being lower than expected and costs being higher than expected; failure or inability to implement growth strategies in a timely manner; declines in public infrastructure construction and reductions in government funding, including the funding by transportation authorities and other state and local agencies; risks related to our operating strategy; competition for projects in our local markets; risks associated

with our capital-intensive business; government requirements and initiatives, including those related to funding for public or infrastructure construction, land usage and environmental, health and safety matters; unfavorable economic conditions and restrictive financing markets; our ability to obtain sufficient bonding capacity to undertake certain projects; our ability to accurately estimate the overall risks, requirements or costs when we bid on or negotiate contracts that are ultimately awarded to us; the cancellation of a significant number of contracts or our disqualification from bidding for new contracts; risks related to adverse weather conditions; our substantial indebtedness and the restrictions imposed on us by the terms thereof; our ability to maintain favorable relationships with third parties that supply us with equipment and essential supplies; our ability to retain key personnel and maintain satisfactory labor relations; property damage, results of litigation and other claims and insurance coverage issues; risks related to our information technology systems and infrastructure; our ability to remediate material weaknesses in internal control over financial reporting identified in preparing our financial statements and to subsequently maintain effective internal control over financial reporting; and the risks, uncertainties and factors set forth under “Risk Factors” in the Company’s most recent Annual Report on Form 10-K. Forward-looking statements speak only as of the date they are made. The Company assumes no obligation to update forward-looking statements to reflect actual results, subsequent events, or circumstances or other changes affecting such statements except to the extent required by applicable law.

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