
Section 1: 8-K (8-K)

**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 6, 2018 (June 6, 2018)**

GMS INC.

(Exact name of registrant as specified in charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-37784
(Commission
File Number)

46-2931287
(I.R.S. Employer
Identification No.)

100 Crescent Centre Parkway, Suite 800
Tucker, Georgia
(Address of Principal Executive Offices)

30084
(Zip Code)

Registrant's telephone number, including area code: **(800) 392-4619**

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

Resignation of Justin de La Chapelle as Board Member

On June 6, 2018, Justin de La Chapelle resigned from the Board of Directors (the “Board”) of GMS Inc. (the “Company”), effective immediately. Mr. de La Chapelle’s resignation does not involve any disagreement with the Company on any matter relating to the operations, policies or practices of the Company.

NYSE Controlled Company Transition Rule Compliance

Mr. de La Chapelle’s resignation was submitted in connection with the Company’s compliance with the NYSE’s corporate governance standards and the transition rules thereunder related to the Company’s loss of its “controlled company” status in June 2017. The transition rules require that, among other things, the Board consist of a majority of independent directors no later than June 7, 2018, the one-year anniversary of the loss of the Company’s controlled company status. Upon Mr. de La Chapelle’s resignation, the Board consists of a majority of independent directors, each committee of the Board consists entirely of independent directors and the Company remains in full compliance with all applicable NYSE corporate governance rules.

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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.

GMS INC.

Date: June 6, 2018

By: /s/ H. Douglas Goforth
Name: H. Douglas Goforth
Title: Chief Financial Officer

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