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## Section 1: 8-K (8-K)

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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): **April 25, 2019 (April 23, 2019)**

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**GMS INC.**

(Exact name of registrant as specified in charter)

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**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**

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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))

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.**

The Board of Directors (the “Board”) of GMS Inc. (the “Company”) appointed Teri P. McClure as a director, effective April 23, 2019, to serve until the 2019 annual meeting of the Company’s stockholders or until her earlier resignation or removal. The Board also appointed Ms. McClure to serve on the Compensation Committee and the Nominating and Corporate Governance Committee of the Board. The Board has determined that Ms. McClure is “independent” under the Corporate Governance Standards of the New York Stock Exchange and under the Company’s Corporate Governance Guidelines.

Ms. McClure, age 55, is the current Chief Human Resources Officer and Senior Vice President of Labor Relations at United Parcel Service, Inc., one of the world’s largest logistics companies. Ms. McClure joined United Parcel Service, Inc. in 1995 and has served in her current role since 2015. Prior to this, Ms. McClure held various executive roles at United Parcel Service, Inc., including Senior Vice President of Global Human Resources and Labor, Chief Legal Officer and Senior Vice President of Human Resources, Corporate Secretary and Senior Vice President of Compliance & Public Affairs and General Counsel.

Ms. McClure will participate in the Company’s standard non-employee director compensation arrangements as described in the Company’s most recent proxy statement, filed with the Securities and Exchange Commission on August 28, 2018.

In connection with our previously announced executive transition, it is anticipated that when the Chief Executive Officer role is transitioned from G. Michael Callahan, Jr. to John C. Turner, Jr. on August 2, 2019, or such earlier date as the Board determines, that Mr. Callahan will retire from the Board and Mr. Turner will be appointed to the Board.

**Item 9.01 Financial Statement and Exhibits**

(d)

<b>Exhibit</b>	<b>Description</b>
99.1	<a href="#">Press release announcing the appointment of a Director of GMS Inc. on April 25, 2019.</a>

## 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: April 25, 2019

By: /s/ Craig D. Apolinsky

Name: Craig D. Apolinsky

Title: Vice President, General Counsel and  
Corporate Secretary

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## Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1



For Immediate Release

GMS Appoints Teri McClure to the  
Board of Directors

**Tucker, GA (Business Wire)** — April 25, 2019 — GMS Inc. (NYSE: GMS), a leading North American specialty distributor of interior building products, announced today that its Board of Directors has appointed Teri P. McClure to serve as an independent member of the Board of Directors, effective April 23, 2019.

Ms. McClure is currently Chief Human Resources Officer and Senior Vice President, Labor at United Parcel Service, Inc. (NYSE: UPS). She is also a member of the Management Committee which is responsible for setting strategy, profit and operating plans for UPS.

Ms. McClure joined UPS in 1995 and has served in various legal and operations positions, including Senior Vice President of Legal, Compliance and Public Affairs, General Counsel and Corporate Secretary from 2006 until assuming her current position in 2015. Prior to joining UPS, Ms. McClure practiced law with the Troutman Sanders law firm in Atlanta.

“We are pleased to welcome Teri to the GMS Board of Directors,” said Mike Callahan, President and CEO of GMS. We believe Teri’s extensive business experience and exceptional qualifications make her a great addition to our Board and we look forward to her significant and valuable contributions.”

Ms. McClure also serves on the Board of Directors for Lennar Corporation (NYSE: LEN and LEN.B), Heart for Africa and The Task Force for Global Health.

### About GMS:

Founded in 1971, GMS operates a network of more than 245 distribution centers across the United States and Canada. GMS’s extensive product offering of wallboard, suspended ceilings systems, or ceilings, and complementary construction products is designed to provide a comprehensive one-stop-shop for our core customer, the interior contractor who installs these products in commercial and residential buildings.

### Forward-Looking Statements and Information:

This press release includes “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. You can generally identify forward-looking statements by our use of forward-looking terminology such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,”

“potential,” “predict,” “seek,” or “should,” or the negative thereof or other variations thereon or comparable terminology. We have based these forward-looking statements on our current expectations, assumptions, estimates and projections. While we believe these expectations, assumptions, estimates and projections are reasonable, such forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which are beyond our control, including those factors described in the “Risk Factors” section in our filings with the SEC. We undertake no obligation to update any of the forward-looking statements made herein, whether as a result of new information, future events, changes in expectation or otherwise.

For more information about GMS, please visit [www.gms.com](http://www.gms.com).

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