

**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, 2019

Oil-Dri Corporation of America

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

001-12622

(Commission File
Number)

36-2048898

(IRS Employer
Identification No.)

**410 North Michigan Avenue
Suite 400
Chicago, Illinois**

(Address of principal executive offices)

60611-4213

(Zip Code)

Registrant's telephone number, including area code

(312) 321-1515

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 (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(s)	Name of each exchange on which registered
Common Stock, par value \$0.10 per share	ODC	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.

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

(b) Departure of Directors or Certain Officers. On June 12, 2019, John Steven Cole, President, Cole & Associates, retired from the Board of Directors (the “Board”) of Oil-Dri Corporation of America (the “Company”), effective as of that date. Mr. Cole joined the Board in 1981 and served as a member of both the Audit and Executive Committees. Mr. Cole’s retirement from his position as a director was not the result of any disagreements between Mr. Cole and the Company on any matters relating to the Company’s operations, policies or practices.

(d) Election of New Director. Also on June 12, 2019, the Board of the Company appointed Paul M. Hindsley, Managing Director and Partner, William Blair & Company, as a member of the Board. Mr. Hindsley will serve on the Audit Committee of the Board.

A copy of the Registrant’s press release announcing Mr. Cole’s retirement and Mr. Hindsley’s appointment is attached as Exhibit 99.1 and the information contained therein is incorporated herein by reference.

Item 8.01 Other Events.

At its regular meeting on June 12, 2019, the Board declared quarterly cash dividends of \$0.25 per share of the Company’s Common Stock and \$0.1875 per share of the Company’s Class B Stock. The dividends will be payable on August 30, 2019, to stockholders of record at the close of business on August 16, 2019. A copy of the Company’s press release announcing these matters is attached as Exhibit 99.1 and the information contained therein is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description of Exhibits
99.1	Press Release dated June 12, 2019

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OIL-DRI CORPORATION OF AMERICA

By: /s/ Laura G. Scheland

Laura G. Scheland

Vice President, General Counsel and Secretary

Date: June 12, 2019

News Announcement
For Immediate Release

Exhibit 99.1

Oil-Dri Increases Dividend for 16th Year in a Row and Announces Changes to its Board of Directors

CHICAGO, June 12, 2019- Oil-Dri Corporation of America (NYSE: ODC) announced that effective today, John Steven Cole, President, Cole & Associates will retire from the company's Board of Directors. Paul M. Hindsley, Managing Director and Partner, William Blair & Company, has been appointed to replace Mr. Cole on its Board and Audit Committee.

John Steven Cole joined the Board in 1981 and served as a member of both the Audit and Executive Committees. Mr. Cole is President of Cole & Associates, an international consulting firm, and is an accomplished advisor, providing leadership in product & technical development and general management to many companies and organizations.

Daniel S. Jaffee, President and Chief Executive Officer, stated, "It has been a privilege to have Steve serve on our Board of Directors for the past 38 years. He has made many significant contributions during his tenure, and his insights and experience have been invaluable to Oil-Dri. On behalf of the entire company and the Board, I would like to extend our deepest gratitude to Mr. Cole for his commitment to the success of our organization. We wish him well in his retirement."

Paul M. Hindsley is currently Managing Director and Partner, Investment Banking at William Blair & Company where he specializes in merger & acquisitions and equity & debt transactions. Prior to joining William Blair & Company, Mr. Hindsley was Director of Investment Banking at BMO Capital Markets from 1989-1997 and served as Vice President, Commercial Banking at Harris Trust and Savings Bank from 1981-1989.

Mr. Hindsley received his bachelor's degree in Management Science from Duke University in 1981 and earned a Masters in Management from the Kellogg Graduate School of Management at Northwestern University in 1986.

Daniel S. Jaffee commented, "I am very pleased to welcome Paul Hindsley to our Board of Directors. I have known Paul professionally for over 25 years, and his financial perspective on the consumer products and packaging industries will be a tremendous asset to our Board. With his experience in the investment banking arena, Paul will support and complement our risk/reward appetite as we seek to grow."

In addition to the board member changes, the Board of Directors declared quarterly cash dividends of \$0.25 per share of the Company's Common Stock and \$0.1875 per share of the Company's Class B Stock, an approximate 4% increase for both classes of stock. The dividends declared today will be payable on August 30, 2019 to stockholders of record at the close of business on August 16, 2019. The Company has paid cash dividends continuously since 1974. This declaration marks the sixteenth consecutive year Oil-Dri has increased dividends.

Leslie A. Garber
Investor Relations Manager
InvestorRelations@oildri.com
(312) 321-1515



Oil-Dri expects to release earnings for its fourth quarter of fiscal 2019 after the close of the U.S. stock market on Thursday, October 10, 2019 and to host an Investor Teleconference on Friday, October 11, 2019. Teleconference details will be communicated via web alert and posted on the Events page of the Company's [website](http://investors.oildri.com/events) (investors.oildri.com/events) approximately one week prior to the call.

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While Oil-Dri's founding product was granular clay floor absorbents, it has since greatly diversified its portfolio. The Company's mission to "Create Value from Sorbent Minerals" is supported by its wide array of consumer and business to business product offerings. In 2016, Oil-Dri celebrated its seventy-fifth year of business and looks forward to the next milestone. To learn more about the Company, visit oildri.com.

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