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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)

March 10, 2021

**OIL-DRI CORPORATION OF AMERICA**  
(Exact name of the registrant as specified in its charter)

**Delaware 001-12622 36-2048898**

(State or other jurisdiction of incorporation or organization)

Commission File Number

(I.R.S. Employer Identification No.)

410 North Michigan Avenue, Suite 400 60611-4213  
Chicago, Illinois (Zip Code)  
(Address of principal executive offices)

Registrant's telephone number, including area code **(312) 321-1515**

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**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))

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.

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

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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.**

(c)

On March 12, 2021, Oil-Dri Corporation of America (the “Company”) announced the appointment of Matthew J. Daley as Vice President, Corporate Controller, effective March 10, 2021. In this role, Mr. Daley will serve as the Company’s principal accounting officer within the meaning of the rules of the Securities and Exchange Commission.

Mr. Daley, 51, most recently served as Vice President, Group Controller of the Power Solutions business of Johnson Controls, Inc., a position he held from 2018 to 2019, and as Chief Financial Officer, Asia Pacific from 2017 to 2018. Prior to that, Mr. Daley held various other finance and accounting leadership positions within Johnson Controls from 2002-2017. Mr. Daley holds a bachelor’s degree in business administration, with an emphasis in accounting from Wayne State University and is a Certified Public Accountant.

Mr. Daley will (i) receive an annual salary of \$270,000, (ii) be eligible to participate in the Company’s bonus program, with a target bonus opportunity of 30% of his annual salary, dependent on the attainment of performance goals, and (iii) be entitled to participate in benefit plans generally made available to executive officers and employees of the Company. Additionally, in connection with his appointment, the Company awarded Mr. Daley a grant of 5,000 shares of restricted stock of the Company, 2,000 of which shares will cliff vest on March 15, 2023 and the remaining 3,000 shares will cliff vest on March 15, 2026. Such restricted stock was issued under the Company’s long-term incentive plan and is subject to the terms and conditions of such plan.

There are no family relationships between Mr. Daley and any of the directors and executive officers of the Company, nor are there any transactions in which Mr. Daley has an interest requiring disclosure under Item 404(a) of Regulation S-K.

**Item 8.01 Other Events.**

The Company issued a press release on March 12, 2021 announcing the appointment of Mr. Daley described in Item 5.02 above, and announcing the retirement of Paula Krystopolski, Oil-Dri’s current Vice President, Corporate Controller effective March 31, 2021, which is furnished as Exhibit 99.1 to this report. The Company expresses deep gratitude to Ms. Krystopolski for her contributions and service to the Company.

The information in this Item 8.01 and Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section. This information shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference to such disclosure in this Form 8-K in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit Number	Description of Exhibits
99.1	<a href="#">Press Release of the Company dated March 12, 2021</a>

**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

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Laura G. Scheland

Vice President, General Counsel and Secretary

Date: March 12, 2021



410 N. Michigan Ave. Chicago, Illinois 60611, U.S.A

**News Announcement**  
*For Immediate Release*

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Exhibit 99.1

**Oil-Dri Announces Appointment of Matthew J. Daley as New Vice President, Corporate Controller and Declares Quarterly Dividends**

CHICAGO—(March 12, 2021)— Oil-Dri Corporation of America (NYSE: ODC) announced that the Board of Directors appointed Matthew J. Daley as Vice President, Corporate Controller effective March 10, 2021. Mr. Daley will report directly to Susan M. Kreh, Oil-Dri’s Chief Financial Officer. Mr. Daley will assume responsibility for managing all the corporate accounting and financial reporting functions across the organization.

“We are pleased to welcome Matt to our Oil-Dri team.” said Daniel S. Jaffee, Chief Executive Officer. “Matt is a seasoned finance and accounting executive with over 28 years of experience. With a career in both domestic and international businesses, I believe he will play an integral part in our company’s growth and success.”

Mr. Daley was previously with Johnson Controls, Inc. where he most recently served as Vice President, Group Controller of the Power Solutions business from 2018 to 2019 and as Chief Financial Officer, Asia Pacific from 2017 to 2018. He held various other finance and accounting leadership positions within Johnson Controls from 2002-2017. Prior to this, Mr. Daley worked in finance and accounting management roles at Federal Mogul Corporation, PricewaterhouseCoopers, LLP and United Home Health Services, Inc. He earned his bachelor’s degree in business administration, with an emphasis in accounting from Wayne State University and is a Certified Public Accountant.

Mr. Daley will transition to his new role with the assistance of Paula Krystopolski, Oil-Dri’s current Vice President, Corporate Controller who will be retiring on March 31, 2021. Ms. Krystopolski has been with the Company for over 20 years and served in many leadership positions including Manager, Financial Reporting, Corporate Accounting Manager, and Assistant Controller. During her tenure, she was instrumental in leading her team through two acquisitions and the implementation of the Sarbanes-Oxley Act. Her extensive work on the multi-year implementation of the Company’s Enterprise Resource Planning system greatly contributed to the success of the project and its long-lasting impact on the business.

Daniel S. Jaffee commented, “We have been extremely fortunate to have Paula be a vital part of our corporate accounting team for the last two decades. She is a dedicated, loyal teammate who exemplifies every one of our corporate values. She has proven to be an invaluable resource to me, her co-workers, the Board of Directors, the Audit Committee and the Pension Committee. I would like to extend my deepest gratitude to Paula for her commitment to our company, and I wish her all the best in her retirement.”

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**Leslie A. Garber**  
*Investor Relations Manager*  
[InvestorRelations@oildri.com](mailto:InvestorRelations@oildri.com)  
(312) 321-1515



On March 10, 2021, the Board of Directors also declared quarterly cash dividends of \$0.26 per share of the Company's Common Stock and \$0.195 per share of the Company's Class B Stock.

The dividends declared will be payable on May 28, 2021 to stockholders of record at the close of business on May 14, 2021. The Company has paid cash dividends continuously since 1974 and has increased dividends annually for seventeen consecutive years.

The Company expects to release earnings for its third quarter of fiscal 2021 after the close of the U.S. stock market on Tuesday, June 8, 2021 and to host an Investor Teleconference on Wednesday, June 9, 2021. Teleconference participation details will be communicated via web alert and posted on the Events page of the Company's website approximately one week prior to the call.

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*Oil-Dri Corporation of America is a leading manufacturer and supplier of specialty sorbent products for the pet care, animal health and nutrition, fluids purification, agricultural ingredients, sports field, industrial and automotive markets. Oil-Dri is vertically integrated which enables the Company to efficiently oversee every step of the process from research and development to supply chain to marketing and sales. With over 75 years of experience, the Company continues to fulfill its mission to Create Value from Sorbent Minerals. To learn more about the Company, visit [oildri.com](http://oildri.com).*

Category: Dividends

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