

GARDNER DENVER INC (GDI)

8-K

Current report filing

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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) November 12, 2012

Gardner Denver, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-13215
(Commission
File Number)

76-0419383
(IRS Employer
Identification No.)

1500 Liberty Ridge Drive, Suite 3000
Wayne, PA

(Address of principal executive offices)

19087
(Zip Code)

(610) 249-2000

(Registrant's telephone number, including area code)

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))
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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 November 19, 2012, Gardner Denver, Inc. (the "Company") publicly announced that on November 12, 2012, the Board of Directors of the Company (the "Board") appointed Michael M. Larsen as the Company's President and Chief Executive Officer. Since July 13, 2012, Mr. Larsen has served as the Company's Interim Chief Executive Officer, while also serving as the Vice President and Chief Financial Officer of the Company. Mr. Larsen will continue to serve as the Company's Chief Financial Officer until his successor is named.

Mr. Larsen, age 43, has served as the Vice President and Chief Financial Officer of the Company since October 2010. Mr. Larsen joined the Company from General Electric ("GE") Water & Process Technologies, a global leader in water treatment and process solutions, where he was Chief Financial Officer. His previous experience includes more than 15 years with GE, where he held a number of global finance leadership roles with increasing responsibility in GE Plastics, GE Industrial, GE Energy Services and GE Power & Water. He began his GE career with GE Healthcare as part of the Financial Management Program in 1995. Mr. Larsen is a graduate of the American University of Paris and holds a Masters of Business Administration from Columbia University and London Business School.

(d) On November 19, 2012, the Company also publicly announced that on November 12, 2012, the Board increased the total number of directors serving on the Board from eight (8) to nine (9) and appointed Mr. Larsen as a director of the Company. The Board is currently divided into three classes of equal number of directors, with one class of directors being elected at each annual meeting of shareholders. Mr. Larsen was appointed to the class of directors whose term expires at the 2015 annual meeting of shareholders. Mr. Larsen will not serve on any committees of the Board.

Item 7.01 Regulation FD Disclosure.

On November 19, 2012, the Company issued a press release announcing the appointment of Mr. Larsen as the Company's President and Chief Executive Officer and as a member of the Board as described in Item 5.02 above. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished in this Item 7.01, including Exhibit 99.1, shall not be deemed to be "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, unless the Company specifically states that the information is to be considered "filed" under the Exchange Act or incorporates it by reference into a filing under the Exchange Act or the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Gardner Denver, Inc. Press Release, dated November 19, 2012

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 thereunto duly authorized.

Date: November 19, 2012

GARDNER DENVER, INC.

By: /s/ Brent A. Walters
Brent A. Walters
Vice President, General Counsel,
Chief Compliance Officer & Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Gardner Denver, Inc. Press Release, dated November 19, 2012



FOR IMMEDIATE RELEASE

MICHAEL M. LARSEN NAMED PRESIDENT AND CEO OF GARDNER DENVER

Wayne, PA – November 19, 2012 – Gardner Denver, Inc. (NYSE: GDI) today announced that its board of directors has unanimously appointed Michael M. Larsen as President and Chief Executive Officer, effective immediately. Mr. Larsen had served as Vice President and Chief Financial Officer of Gardner Denver since 2010 and as Interim Chief Executive Officer since July 2012.

Mr. Larsen was also appointed to the Gardner Denver board of directors, effective immediately. Mr. Larsen was appointed to the class of directors whose term of office expires at the 2015 Annual Meeting of Shareholders. With the addition of Mr. Larsen, Gardner Denver's board now consists of nine directors, eight of whom are independent.

"After a thorough search, we are pleased to announce Michael's appointment as President and CEO on a permanent basis," said Diane Schumacher, independent Chairperson of the Board. "This appointment reflects the unanimous recognition by our board of the importance of Michael's numerous contributions, including serving as Interim CEO since July and as CFO since 2010. Michael has been intimately involved in developing and executing Gardner Denver's strategy for profitable growth and has led Gardner Denver's strong performance in a challenging environment. Under his leadership, Gardner Denver has improved productivity and reduced structural costs and remains focused on these efforts as evidenced by the recently announced restructuring of the Company's European operations. Michael's knowledge of our company and industry will be a valuable asset as we continue to execute on our strategy and work to enhance value for all Gardner Denver shareholders."

Ms. Schumacher continued, "The Gardner Denver board, together with its management team and the Company's financial advisor, continue to explore strategic alternatives for the Company, including enhancing the Company's existing strategic plan or a possible sale or merger of the Company. The board remains committed to this process, and we intend to thoughtfully and carefully evaluate options available to the Company in order to enhance shareholder value."

The Company stated that no decision has been made and that there can be no assurance that the board's exploration of strategic alternatives will result in any transaction being entered into or consummated. Gardner Denver does not intend to discuss or disclose developments with respect to this process until the board has approved a definitive course of action.

Mr. Larsen will continue to fulfill the role of Chief Financial Officer while a search is conducted and until a successor is named.

About Michael M. Larsen

Michael Larsen was appointed Interim Chief Executive Officer of Gardner Denver, Inc. in July 2012 and has served as Vice President and Chief Financial Officer since October 2010. Prior to joining Gardner Denver, Mr. Larsen spent 15 years with General Electric Company, where he held a number of finance roles with increasing responsibility, including CFO of GE Water & Process Technologies. He began his GE career at GE Healthcare as part of the Financial Management Program in 1995. Mr. Larsen is a graduate of the American University of Paris and holds a Masters of Business Administration from Columbia University and London Business School.

Corporate Profile

Gardner Denver, Inc., with 2011 revenues of approximately \$2.4 billion, is a leading worldwide manufacturer of highly engineered products, including compressors, liquid ring pumps and blowers for various industrial, medical, environmental, transportation and process applications, pumps used in the petroleum and industrial market segments and other fluid transfer equipment, such as loading arms and dry break couplers, serving chemical, petroleum and food industries. Gardner Denver's news releases are available by visiting the Investors section on the Company's website (www.GardnerDenver.com).

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