

AMERICAN WOODMARK CORP  
Form 8-K  
May 17, 2016

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): May 17, 2016

American Woodmark Corporation  
(Exact name of registrant as specified in its charter)

Virginia 000-14798 54-1138147  
(State or other jurisdiction (Commission (IRS Employer  
of incorporation) File Number) Identification No.)

3102 Shawnee Drive, 22601  
Winchester, Virginia  
(Address of principal (Zip Code)  
executive offices)

Registrant's telephone number, including (540) 665-9100  
area code:

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))

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American Woodmark Corporation

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS;  
APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On May 16, 2016, the Board of Directors of American Woodmark Corporation (the ‘Company’) received notice from Mr. William Brandt that he had declined to seek re-election to the Company’s board of directors at the Company’s next annual shareholders meeting on August 25, 2016. Mr. Brandt’s decision is not attributable to any disagreement with the Company on any matter relating to the Company’s operations, policies or practices. The press release announcing Mr. Brandt’s decision not to seek re-election is attached hereto as Exhibit 99.1 and incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit 99.1 Registrant’s Press Release dated May 17, 2016.

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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 thereunto duly authorized.

AMERICAN WOODMARK CORPORATION  
(Registrant)

/s/ M. SCOTT CULBRETH

M. Scott Culbreth  
Senior Vice President and Chief Financial Officer

Date: May 17, 2016  
Signing on behalf of the registrant and as principal  
financial officer

/s/ S. CARY DUNSTON

S. Cary Dunston  
Chairman & Chief Executive Officer

Date: May 17, 2016  
Signing on behalf of the registrant and as principal  
executive officer