

**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): **December 18, 2024**

EMCOR Group, Inc.

(Exact Name of Registrant as Specified in Its Charter)

| | | |
|---|---|---|
| Delaware (State or Other Jurisdiction of Incorporation) | 1-8267 (Commission File Number) | 11-2125338 (I.R.S. Employer Identification No.) |
| 301 Merritt Seven Norwalk, Connecticut (Address of Principal Executive Offices) | | 06851-1092 (Zip Code) |
| (203) 849-7800 (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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol | Name of each exchange on which registered |
|---------------------|----------------|---|
| Common Stock | EME | 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 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

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.

On December 18, 2024, the Board of Directors (the “Board”) of EMCOR Group, Inc. (the “Company”) elected Amy E. Dahl to the Board, effective as of December 18, 2024 (the “Effective Date”).

On the Effective Date, Ms. Dahl was awarded 193 restricted stock units, representing a prorated amount under the Company’s Director Award Program, with a market value of \$89,633.06 based on the closing price of the Company’s common stock on the Effective Date. Such restricted stock units were issued pursuant to a Restricted Stock Unit Award Agreement, substantially similar to the Company’s standard form of Director Restricted Stock Unit Agreement, which is filed as Exhibit 10(r) to the Company’s Annual Report on Form 10-K for the period ending December 31, 2021, and is incorporated herein by reference. Ms. Dahl will be compensated as a director in accordance with the Company’s compensation policy for non-employee directors as described in the Company’s Proxy Statement on Schedule 14A for its 2024 Annual Meeting of Stockholders. Ms. Dahl and the Company also entered into an indemnification agreement, substantially similar to the Company’s standard form of officer and director indemnification agreement, which is filed as Exhibit 10(e) to the Company’s Annual Report on Form 10-K for the period ending December 31, 2021, and is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On December 19, 2024, the Company issued a press release announcing the appointment of Ms. Dahl to the Board. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

The information (including Exhibit 99.1) being furnished pursuant to this Item 7.01 shall not be deemed to be “filed” for the 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 and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description |
|----------------|---|
| 99.1 | Press Release dated December 19, 2024 |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

SIGNATURES

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

EMCOR Group, Inc.

Dated: December 19, 2024

By: /s/ ANTHONY J. GUZZI
 Anthony J. Guzzi
 Chairman, President and
 Chief Executive Officer

News Release

FOR: EMCOR GROUP, INC.

CONTACT: Andy Backman
Vice President
Investor Relations
(203) 849-7938FTI Consulting, Inc.
Investors: Blake Mueller
(718) 578-3706**AMY E. DAHL ELECTED TO THE EMCOR GROUP, INC.
BOARD OF DIRECTORS**

NORWALK, CONNECTICUT, December 19, 2024 – EMCOR Group, Inc. (the “Company”) (NYSE: EME) announced today the election to the Company’s Board of Directors of Amy E. Dahl, effective December 18, 2024.



Ms. Dahl, 50, is currently the Vice President, International Business & Strategy of The Toro Company (“Toro”) (NYSE: TTC), a leading worldwide provider of innovative solutions for the outdoor environment including turf and landscape maintenance, snow and ice management, underground utility construction, rental and specialty construction and irrigation and outdoor lighting.

Anthony J. Guzzi, Chairman, President and Chief Executive Officer of EMCOR Group, Inc. commented, “Amy brings extensive public company strategic, legal, and operational leadership experience from her senior executive positions in the construction and outdoor environment solutions sector. Her expertise in operations, mergers and acquisitions, legal compliance, and human resources, along with her strong leadership skills, will be invaluable to EMCOR, as we continue to grow strategically, deliver exceptional results for customers, and drive long-term value for our shareholders.”

In her current role at Toro, Ms. Dahl oversees an international division that spans over 125 countries and implements global strategies across the company’s businesses. Since joining Toro as Corporate Counsel in 2007, she has held various leadership positions, including Vice President, General Counsel and Corporate Secretary; Vice President of Human Resources; and Managing Director of Corporate Communications and Investor Relations. Additionally, Ms. Dahl serves on the Board of Directors of The Toro Company Foundation, which supports local charitable organizations and civic projects worldwide, as well as on the Board of Directors of the Greater Twin Cities United Way.

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Prior to joining Toro, Ms. Dahl practiced law specializing in securities law, corporate governance, mergers and acquisitions and general corporate law with Norton Rose Fulbright, a global law firm, and Lathrop GPM, a US regional law firm.

Ms. Dahl received a B.A. in Political Science from The University of Minnesota, and a J.D. from The University of North Dakota School of Law, Order of the Coif.

About EMCOR

EMCOR Group, Inc. is a Fortune 500 leader in mechanical and electrical construction services, industrial and energy infrastructure and building services. This press release and other press releases may be viewed at the Company's website at www.emcorgroup.com. EMCOR routinely posts information that may be important to investors in the "Investor Relations" section of our website at www.emcorgroup.com. Investors and potential investors are encouraged to consult the EMCOR website regularly for important information about EMCOR.

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