

**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 5, 2019

QUANEX BUILDING PRODUCTS CORPORATION
(Exact Name of Registrant as Specified in its Charter)

**Delaware
(State or Other Jurisdiction of
Incorporation)**

**001-33913
(Commission
File Number)**

**26-1561397
(IRS Employer
Identification No.)**

**1800 West Loop South, Suite 1500
Houston, Texas
(Address of Principal Executive Offices)**

**77027
(Zip Code)**

Registrant's telephone number, including area code: (713) 961-4600

**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:

- 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 \$0.01 per share	NX	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 1.01. Entry into a Material Definitive Agreement

The disclosure set forth below under Item 5.02 relating to certain compensatory arrangements between Quanex Building Products Corporation (the “Company”) and George L. Wilson, and between the Company and William C. Griffiths, is incorporated into this Item 1.01.

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

Chief Executive Officer Transition; Addition of Board Member

On December 11, 2019, the Company issued a Press Release announcing that the Company’s Chief Executive Officer and President, William C. Griffiths, will be stepping down from those roles effective January 1, 2020. From that date, Mr. Griffiths will remain with the Company as its Executive Chairman of the Board, and George L. Wilson will become the Company’s President and Chief Executive Officer.

On December 5, 2019, in connection with the executive transition noted above, the Board appointed Mr. Wilson as a director of the Company for a term to end at the Company’s Annual Meeting of Stockholders to be held in 2020, with such appointment also to be effective January 1, 2020.

Mr. Wilson, 51, has served as the Company’s Vice President – Chief Operating Officer since 2017. Prior to that time, he served as President of the Company’s Insulating Glass Systems division from 2011 until 2017, and in the 18 years prior to joining Quanex, he held various operational and financial positions of increasing responsibility at Lauren International and Federal-Mogul. Mr. Wilson holds a Master of Business Administration degree from Indiana University and a Bachelor of Science degree from The University of Akron.

Compensatory Arrangements

In their new roles, Messrs. Griffiths and Wilson will be compensated as set forth below:

· Mr. Wilson will receive an annual base salary of \$575,000, with future Annual Incentive Award target values equal to 100% of base salary, and future Long Term Incentive award target values equal to \$1,250,000. Mr. Wilson will receive other benefits to the same extent as he enjoyed prior to his promotion, or as may be provided to other Company employees and officers in accordance with Company policies then in effect, and subject to the terms and conditions of such benefit plans.

· Mr. Griffiths will receive an annual base salary of \$500,000, with future Annual Incentive Award target values equal to 100% of base salary. Mr. Griffiths is not expected to receive Long Term Incentive awards in his new role. Mr. Griffiths will receive other benefits to the same extent as he enjoyed prior to entering his new role, or as may be provided to other Company employees and officers in accordance with Company policies then in effect, and subject to the terms and conditions of such benefit plans.

Item 7.01. Regulation FD Disclosure.

On December 11, 2019, the Company issued a press release announcing the appointment of Mr. Wilson as a Director and as President and Chief Executive Officer of the Company, as well as Mr. Griffiths' transition to the role of Executive Chairman of the Board. The foregoing is qualified by reference to such Press Release, which is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

This information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or 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 in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1*	Press Release dated December 11, 2019.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

*Filed herewith.

SIGNATURE

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 hereunto duly authorized.

QUANEX BUILDING PRODUCTS CORPORATION

Date: December 11, 2019

By: /s/ PAUL B. CORNETT

Paul B. Cornett

Senior Vice President – General Counsel & Secretary



Quanex Building Products Announces CEO Transition**George Wilson Elected President and Chief Executive Officer
Bill Griffiths to Remain as Executive Chairman**

HOUSTON, TEXAS, December 11, 2019 – Quanex Building Products Corporation (NYSE: NX) (“Quanex” or the “Company”) today announced that George Wilson, 51, Quanex’s Chief Operating Officer, has been elected by the Company’s Board of Directors (the “Board”) to succeed Bill Griffiths as Quanex’s President and Chief Executive Officer (“CEO”). Mr. Wilson will also join the Company’s Board, all effective January 1, 2020. Mr. Griffiths, 68, will remain as Executive Chairman of the Board and will continue to support Mr. Wilson.

Prior to Mr. Wilson’s appointment to COO in 2017, he served as President - Insulating Glass Systems from 2011-2017, and in the 18 years prior to joining Quanex he held various operational and financial positions of increasing responsibility at Lauren International and Federal-Mogul. Mr. Wilson holds a Master of Business Administration degree from Indiana University and a Bachelor of Science degree from The University of Akron.

“It has been extremely rewarding to lead this Company over the last six years, and working with the Board to successfully conclude an internal succession plan has been satisfying,” said Mr. Griffiths. “George is the right person to lead Quanex into the future. I look forward to continuing to support George and his executive team as we continue to refine and execute on the Company’s strategy.”

“I am very honored to succeed Bill as the Company’s next CEO,” said Mr. Wilson. “Quanex is a great company with a bright future, clear strategy and strong leadership team. I am excited about this opportunity and I look forward to continuing to work with Bill, the Board and the Quanex team in our drive to create incremental value for our shareholders, customers and employees.”

Joe Rupp, the Company’s Lead Director, commented, “On behalf of Quanex’s Board, I want to thank Bill for his leadership as CEO as he has steadfastly improved the Company over the past six years. Since stepping in as CEO in 2013, Bill has transformed Quanex into an industry-leading pure play building products manufacturer that is very well-positioned for continued success. George’s strong operational and financial experience has served Quanex well over the years. His understanding of our markets, combined with his proven track record of success, uniquely positions him to lead the Company going forward. We are confident that Quanex will continue to thrive under George’s leadership.”

About Quanex

Quanex Building Products Corporation is an industry-leading manufacturer of components sold to Original Equipment Manufacturers (OEMs) in the building products industry. Quanex designs and produces energy-efficient fenestration products in addition to kitchen and bath cabinet components.

www.quanex.com

Forward Looking Statements

This press release contains “forward-looking statements”. Statements that use the words “estimated,” “expect,” “could,” “should,” “believe,” “will,” “might,” or similar words reflecting future expectations or beliefs are forward-looking statements. The statements set forth in this release are based on current expectations. Actual results or events may differ materially from this release. For a complete discussion of factors that may affect Quanex’s future performance, please refer to the Company’s Annual Report on Form 10-K for the fiscal year ended October 31, 2018, under the sections entitled “Cautionary Note Regarding Forward-Looking Statements” and “Risk Factors”. Any forward-looking statements in this press release are made as of the date hereof, and Quanex undertakes no obligation to update or revise any forward-looking statements to reflect new information or events.

Contact:

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