

WABASH NATIONAL CORP /DE  
Form 8-K  
December 15, 2017

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 15, 2017

**WABASH NATIONAL CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware                                      1-10883                                      52-1375208  
(State or other jurisdiction of      (Commission File Number) (I.R.S. Employer Identification No.)  
incorporation or organization)

1000 Sagamore Parkway South                                      47905  
Lafayette, Indiana  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (765) 771-5300

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))

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

*Election of Directors*

(d) On December 14, 2017, the Board of Directors (the “Board”) of Wabash National Corporation (the “Company”) appointed Mr. John G. (Jack) Boss to the Company’s Board and to the Compensation and Nominating and Corporate Governance Committees. Mr. Boss is the President and Chief Executive Officer of Momentive Performance Materials Inc. and MPM Holdings Inc. one of the world's leaders in the production of silicones and advanced materials. The appointment of Mr. Boss brings the Company’s Board to eight members. In connection with his appointment to the Board, Mr. Boss entered into the form of Indemnification Agreement attached as Exhibit 10.1 to this Report, which is the form of agreement all directors have entered into. Mr. Boss will be compensated consistent with the Company’s policy for non-employee directors as in effect, as more fully described in the Company’s definitive proxy statement for its 2017 annual meeting of stockholders under the heading Director Compensation.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

10.1 Form of Indemnification Agreement with Directors and Executive Officers

**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 hereunto duly authorized.

**Wabash National Corporation**

Date: December 15, 2017 By: /s/ Jeffery L. Taylor  
Jeffery L. Taylor  
Senior Vice President and Chief Financial Officer

**EXHIBIT INDEX**

**Exhibit No. Description**

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