

**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): February 9, 2023



(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-4018
(Commission
File Number)

53-0257888
(I.R.S. Employer
Identification No.)

**3005 Highland Parkway
Downers Grove, Illinois**
(Address of Principal Executive Offices)

60515
(Zip Code)

(630) 541-1540
(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(s)	Name of each exchange on which registered
Common Stock	DOV	New York Stock Exchange
1.250% Notes due 2026	DOV 26	New York Stock Exchange
0.750% Notes due 2027	DOV 27	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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 9, 2023, Dover Corporation (the “Company”) announced that the Company’s board of directors (the “Board”) elected Michael Manley as a new independent director effective as of February 9, 2023. Mr. Manley’s election increases the size of the Board to 11 directors, 10 of whom are independent directors.

The Board (i) determined that Mr. Manley qualifies (a) as an “independent director” pursuant to the rules of the New York Stock Exchange (the “NYSE”) and (b) qualifies as an “audit committee financial expert” pursuant to the rules of the U.S. Securities and Exchange Commission (the “SEC”) and has “accounting or related financial management expertise” pursuant to the rules of the NYSE and (ii) appointed Mr. Manley as a member of the Audit Committee and Finance Committee of the Board.

Mr. Manley serves as the Chief Executive Officer of AutoNation, Inc. (“AutoNation”) and as a member of its Board of Directors. He also serves on the Board of Directors of Rolls-Royce Holdings plc.

Mr. Manley has no family relationships with any director or executive officer of the Company, and there are no arrangements or understandings with any person pursuant to which he was selected as a director of the Company. In addition, there have been no transactions directly or indirectly involving Mr. Manley that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Item 7.01 Regulation FD Disclosure.

On February 9, 2023, the Company issued a press release announcing the election of Mr. Manley to the Board, a copy of which is furnished as Exhibit 99.1 hereto and incorporated in this Item 7.01 by reference.

The information in this Item 7.01 and Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section. This information shall not be deemed to be 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 to such disclosure in this Form 8-K in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are furnished as part of this report:

99.1 [Press Release of Dover Corporation issued February 9, 2023.](#)

104 Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 9, 2023

DOVER CORPORATION
(Registrant)

By: /s/ Ivonne M. Cabrera
Ivonne M. Cabrera
Senior Vice President, General Counsel & Secretary

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Dover Board Elects Michael Manley as New Independent Director

DOWNERS GROVE, Ill., February 9, 2023 – Dover (NYSE: DOV) today announced the appointment of Michael Manley, Chief Executive Officer of AutoNation, Inc., to its Board of Directors, effective immediately. Mr. Manley will serve on the Board’s Audit Committee and Finance Committee.

“Mike is a highly accomplished business leader and we are pleased to welcome him to the Dover Board,” said Richard J. Tobin, Dover’s President and Chief Executive Officer. “Mike has successfully managed a wide array of business models over his career with an exemplary track record of shareholder value creation. His extensive knowledge of manufacturing operations and supply chains, multi-national business management, capital markets, and mergers and acquisitions will be a great asset to the Dover Board of Directors. We look forward to his contributions to Dover’s continued success.”

Mr. Manley, 58, has served as the Chief Executive Officer of AutoNation, Inc. and as a member of its Board of Directors since November 2021. Prior to joining AutoNation, he served as Head of Americas and as a member of the Group Executive Council for Stellantis N.V., one of the largest automotive original equipment manufacturers in the world, from January 2021 until October 2021. From July 2018 until January 2021, Mr. Manley served as Chief Executive Officer of Fiat Chrysler Automobiles N.V. (“FCA”), a predecessor to Stellantis N.V. Mr. Manley began his tenure at DaimlerChrysler (a predecessor to FCA) in 2000 and, prior to becoming its Chief Executive Officer, held various leadership roles at FCA, including Executive Vice President – International Sales & Marketing, Business Development and Global Product Planning Operations, Chief Executive Officer of Jeep, Chief Executive Officer of Ram, Chief Operating Officer for the Asia Pacific region, and FCA Global Executive Council member. Mr. Manley also currently serves on the Board of Directors of Rolls-Royce Holdings plc. (“Rolls Royce”) and will be stepping down from the Rolls Royce Board at the next annual meeting.

About Dover:

Dover is a diversified global manufacturer and solutions provider with annual revenue of over \$8 billion. We deliver innovative equipment and components, consumable supplies, aftermarket parts, software and digital solutions, and support services through five operating segments: Engineered Products, Clean Energy & Fueling, Imaging & Identification, Pumps & Process Solutions, and Climate & Sustainability Technologies. Dover combines global scale with operational agility to lead the markets we serve. Recognized for our entrepreneurial approach for over 65 years, our team of over 25,000 employees takes an ownership mindset, collaborating with customers to redefine what’s possible. Headquartered in Downers Grove, Illinois, Dover trades on the New York Stock Exchange under “DOV.” Additional information is available at dovercorporation.com.