

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):

August 2, 2022

INNOVATE CORP.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-35210
(Commission File Number)

54-1708481
(I.R.S. Employer Identification No.)

295 Madison Avenue, 12th Floor
New York, NY

10017

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(212) 235-2690

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))

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, par value \$0.001 per share	VATE	New York Stock Exchange
Preferred Stock Purchase Rights	N/A	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 August 2, 2022, the Board of Directors (the “Board”) of INNOVATE Corp. (the “Company”) appointed Amy Wilkinson as a director to fill the remaining vacancy on the Board, effective immediately. Following the appointment of Ms. Wilkinson, the Board consists of five members, four of whom are independent.

Ms. Wilkinson will serve as a director until the Company’s 2023 Annual Meeting of Stockholders and until her successor is duly elected and qualified or until her earlier death, resignation or removal. In addition, Ms. Wilkinson was appointed to serve as a member of the Audit Committee of the Board and the Compensation Committee of the Board.

The Board has determined that Ms. Wilkinson qualifies as an independent director under the applicable rules of the New York Stock Exchange (the “NYSE”) and the rules and regulations of the Securities and Exchange Commission (“SEC”). There are no transactions between the Company and Ms. Wilkinson that would require disclosure under Item 404(a) of Regulation S-K. Ms. Wilkinson will participate in the Company’s compensation program for non-employee directors as described under the caption “Compensation of Directors” in the definitive proxy statement for the Company’s 2022 Annual Meeting of Stockholders filed with the SEC on April 27, 2022. The Company will also enter into an indemnification agreement with Ms. Wilkinson in the form attached as Exhibit 10.12 to the Company’s most recent Annual Report on Form 10-K.

Item 7.01. Regulation FD Disclosure.

On August 2, 2022 the Company issued a press release announcing Ms. Wilkinson’s appointment to the Board. The press release related to this announcement is attached hereto as Exhibit 99.1.

The information above is being furnished, not filed, pursuant to Item 7.01 of Form 8-K. Accordingly, the information in Item 7.01 of this Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, unless specifically identified therein as being incorporated by reference.

Item 8.01 Other Events.

The Company previously disclosed in its Current Report on Form 8-K filed on June 29, 2022 that it had notified the NYSE that it was no longer in compliance with Section 303A.07(a) of the NYSE Listed Company Manual corporate governance standards, which requires, among other things, that the audit committee of a listed company have at least three independent directors. Following the appointment of Ms. Wilkinson to the Audit Committee as described in Item 5.02 of this Current Report on Form 8-K, the Company believes it has regained compliance with this NYSE listing requirement.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated August 2, 2022.
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 report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 2, 2022

INNOVATE Corp. (Registrant)

By: /s/ Michael J. Sena
Name: Michael J. Sena
Title: Chief Financial Officer



INNOVATE Corp. Announces Appointment of Amy Wilkinson to the Board of Directors

NEW YORK, August 2, 2022 – INNOVATE Corp. (“INNOVATE” or the “Company”) (NYSE: VATE), today announced the appointment of Amy Wilkinson to fill the remaining vacancy on the INNOVATE Board of Directors.

“Amy brings a unique blend of management expertise and global business and policy experience, and we are confident she will help guide us in our mission to drive shareholder value across our Infrastructure, Life Sciences and Spectrum operating segments,” said Avie Glazer, Chairman of INNOVATE.

“Amy’s leadership and strategy consulting experience advising Fortune 500 companies will be a valuable addition to our Board,” said Wayne Barr, Jr., Chief Executive Officer of INNOVATE. “I look forward to hearing her insights as we continue to drive performance in each of our three businesses.”

Ms. Wilkinson is the founder and CEO of Ingenuity, an entrepreneurship advisory firm for leaders of companies of all sizes, including several Fortune 500 clients. In addition, she is a Lecturer in Management at Stanford Graduate Business School and is the author of the global bestseller “The Creator’s Code: The Six Essential Skills of Extraordinary Entrepreneurs.” She serves as the Chair of the Board at consumer technology company Grover. She was previously a public policy scholar at the Woodrow Wilson International Center for Scholars, and prior to that, she served as White House Fellow and Senior Policy Advisor to the U.S. Trade Representative. She also held leadership roles at McKinsey & Company, J.P. Morgan, and as founder of international export company Alegre. She earned her Bachelor of Arts in Political Science and English and her Master of Arts in Sociology from Stanford University and received her MBA from Stanford University Graduate School of Business.

Following the appointment of Ms. Wilkinson, the INNOVATE Board of Directors consists of five members, four of whom are independent.

Cautionary Statement Regarding Forward-Looking Statements

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995: This press release contains, and certain oral statements made by our representatives from time to time may contain, “forward-looking statements.” Generally, forward-looking statements include information describing actions, events, results, strategies and expectations and are generally identifiable by use of the words “believes,” “expects,” “intends,” “anticipates,” “plans,” “seeks,” “estimates,” “projects,” “may,” “will,” “could,” “might,” or “continues” or similar expressions. Such forward-looking statements are based on current expectations and inherently involve certain risks, assumptions and uncertainties. Except as required by law, INNOVATE disclaims any obligation to update any of the forward-looking statements contained in this press release.

About INNOVATE Corp.

INNOVATE Corp., is a portfolio of best-in-class assets in three key areas of the new economy – Infrastructure, Life Sciences and Spectrum. Dedicated to stakeholder capitalism, INNOVATE employs approximately 3,902 people across its subsidiaries. For more information, please visit: www.INNOVATECorp.com.

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