

WORLD FUEL SERVICES CORP

Form 8-K

October 04, 2017

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): October 4, 2017

WORLD FUEL SERVICES CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|---|
| Florida | 1-9533 | 59-2459427 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

9800 N.W. 41st Street

| | |
|--|--------------|
| Miami, FL | 33178 |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: **(305) 428-8000**

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))

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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 (Â§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (Â§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. Departures of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective October 4, 2017, the Board of Directors (the “Board”) of World Fuel Services Corporation (the “Company”) elected Stephen J. Gold as a director of the Company. Mr. Gold will serve as a member of the Technology and Operations and Governance committees.

Mr. Gold will receive the standard non-employee director compensation for serving on the Board and its committees, including 2,732 restricted stock units representing a pro-rated portion of the annual equity grant, which will vest on the earlier of: (i) the day prior to the Company’s 2018 annual meeting of shareholders or (ii) May 25, 2018.

The Company also entered into a director indemnification agreement with Mr. Gold, the form of which was previously filed as Exhibit 99.2 to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on February 24, 2003.

There is no arrangement or understanding between Mr. Gold and any other person pursuant to which Mr. Gold was selected as a director of the Company. Mr. Gold is also not a party to any transaction that would require disclosure under Item 404(a) of Regulation S-K.

A copy of the Company’s press release announcing the election of Mr. Gold is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---------------------------------------|
| 99.1 | Press Release, dated October 4, 2017. |

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, thereunto duly authorized.

Date: October 4, 2017 **World Fuel
Services
Corporation**

/s/ Ira M. Birns
Ira M. Birns
Executive Vice
President and
Chief Financial
Officer

EXHIBIT INDEX

| Exhibit | Description |
|-------------|--|
| <u>99.1</u> | <u>Press Release, dated October 4, 2017.</u> |