
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: June 29, 2026
(Date of earliest event reported)

ITT INC.

(Exact name of registrant as specified in its charter)

Indiana
(State or other jurisdiction
of incorporation)

001-05672
(Commission
File Number)

81-1197930
(I.R.S. Employer
Identification No.)

100 Washington Boulevard
6th Floor
Stamford, CT 06902

(Address of principal executive offices) (Zip Code)

(914) 641-2000

(Registrant's telephone number, including area code)

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))

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$1 per share	ITT	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 June 29, 2026, the Board of Directors (the “Board”) of ITT Inc. (the “Company”) elected Bertrand Loy and Kevin Wheeler as directors of the Company, effective August 1, 2026. The Board believes that Mr. Loy’s extensive global experience leading industrial and technology-driven manufacturing businesses and Mr. Wheeler’s extensive global industrial manufacturing leadership experience will provide valuable expertise to the Company.

The Board also considered the independence of Messrs. Loy and Wheeler under the New York Stock Exchange listing standards and the Company’s Corporate Governance Principles and concluded that Messrs. Loy and Wheeler are each independent under these standards.

The Board appointed Mr. Loy to the Company’s Audit Committee and appointed Mr. Wheeler to the Company’s Nominating and Governance Committee, in each case effective August 1, 2026.

Neither Mr. Loy nor Mr. Wheeler is a party to any arrangement or understanding pursuant to which he was elected to the Board, nor is either of them, or any of their respective immediate family members, a party, either directly or indirectly, to any transaction with the Company that would be required to be disclosed under Item 404(a) of Regulation S-K. Messrs. Loy and Wheeler will receive compensation for, and be entitled to indemnification in connection with, their service as members of the Board consistent with the Company’s normal arrangements for non-employee directors, as described in the Company’s proxy statement for its 2026 Annual Meeting of Shareholders. As described in the proxy statement, each of Messrs. Loy and Wheeler will receive a prorated annual cash retainer and restricted stock unit award promptly following his election.

In connection with the elections of Messrs. Loy and Wheeler, the Board increased its size from ten to twelve directors, effective August 1, 2026.

A copy of the press release announcing the elections of Messrs. Loy and Wheeler is attached as Exhibit 99.1 hereto and incorporated into this Form 8-K by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	<u>Press Release issued by ITT Inc., dated June 29, 2026</u>
104	Cover Page Interactive Data File (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.

ITT Inc.
(Registrant)

June 29, 2026

By: /s/ Lori B. Marino

Name: Lori B. Marino

Title: Senior Vice President, Chief Legal Officer, Chief Compliance Officer and Secretary
(Authorized Officer of Registrant)

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ITT Announces Appointment of Bertrand Loy and Kevin Wheeler to Board of Directors

STAMFORD, Conn. – June 29, 2026 – ITT Inc. (NYSE: ITT) today announced the election of Bertrand Loy and Kevin Wheeler to its Board of Directors.

“We are delighted to appoint to the ITT Board two highly accomplished, results-driven leaders,” said ITT Chair of the Board Nazzic S. Keene. “Their appointments reflect our disciplined approach to board refreshment and our focus on adding directors with capabilities and skillsets aligned with the strategic direction and business goals of ITT.”

“Bertrand brings a powerful combination of public company CEO experience, global manufacturing and supply chain leadership, and a strong record of scaling technology-driven industrial businesses driven by both organic and inorganic growth. His expertise in strategy, operational excellence, capital allocation and M&A integration will be highly relevant as ITT advances its portfolio and growth priorities,” said ITT Chief Executive Officer and President Luca Savi.

Savi continued, “Kevin has led a multibillion-dollar global industrial manufacturing enterprise, with deep experience across operations and sales, M&A and executive talent development. His track record of building high-performing teams, expanding global businesses and creating shareholder value will bring valuable perspective as we continue to strengthen ITT’s execution rigor and pursue disciplined growth. We are pleased to welcome both Bertrand and Kevin to the Board.”

The appointments are effective as of August 1, 2026. The Board also appointed Mr. Loy to the Audit Committee and Mr. Wheeler to the Nominating and Governance Committee, in each case effective August 1, 2026.

About Bertrand Loy

Mr. Loy is Executive Chairman and former Chief Executive Officer of Entegris, Inc. (Nasdaq: ENTG), a global supplier of advanced materials and process solutions for the semiconductor and other high-technology industries. He served as Chief Executive Officer from 2012 to 2025 and was appointed Executive Chairman in 2025. Earlier in his tenure at Entegris, he held senior leadership roles, including Chief Operating Officer and Executive Vice President of Global Supply Chain and Manufacturing.

Mr. Loy also serves as an independent director of Ashland Inc. (NYSE: ASH), where he is a member of the Audit Committee and the Governance and Nominating Committee. He brings extensive global leadership experience and deep expertise in innovation and financial management. He holds an MBA from ESSEC Business School in France.

About Kevin Wheeler

Mr. Wheeler is Executive Chairman and former Chief Executive Officer of A. O. Smith Corporation (NYSE: AOS), a global water technologies manufacturer serving customers in more than 60 countries. He served as Chief Executive Officer from 2018 to 2025 and became Executive Chairman in 2025. During his more than 30-year career with A. O. Smith, Mr. Wheeler has held leadership roles spanning sales, marketing, international business development, global operations, manufacturing and engineering.

Mr. Wheeler also serves as an independent director of Graco Inc. (NYSE: GGG), where he is a member of the Management Organization and Compensation Committee and the Governance Committee. Mr. Wheeler holds a Bachelor of Science degree in Finance from the University of Nevada and completed the Advanced Management Program at Harvard Business School.

About ITT

ITT is a diversified leading manufacturer of highly engineered critical components and customized technology solutions for the transportation, industrial, nutrition and health and energy markets. The company operates through three value centers: Flow Technologies, Motion Technologies and Connect & Control Technologies. Building on its heritage of innovation, ITT partners with its customers to deliver enduring solutions to the key industries that underpin our modern way of life. ITT is headquartered in Stamford, Connecticut, with employees in more than 40 countries and sales in approximately 125 countries. For more information, visit www.itt.com.

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