

SMITH A O CORP  
Form 8-K  
December 15, 2016

**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): December 12, 2016**

**A. O. Smith Corporation**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**1-475**  
**(Commission**

**File Number)**

**P.O. Box 245008, Milwaukee, Wisconsin 53224-9508**

**39-0619790**  
**(IRS Employer**

**Identification No.)**

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**(Address of principal executive offices, including zip code)**

**(414) 359-4000**

**(Registrant's telephone number)**

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 communication 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 204.14a-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))

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On December 12, 2016, the Board of Directors (the Board ) of A. O. Smith Corporation (the Company ) voted to elect Dr. Ilham Kadri as a Class A Common Stock director of A. O. Smith Corporation. Dr. Kadri will serve as a director with a term expiring at the Company's 2017 Annual Meeting of Stockholders.

At the time of Dr. Kadri's election she was not appointed to any committee of the Board, and there was no expectation concerning any such appointment.

In connection with her election to the Board, Ms. Kadri will receive a pro rata portion of the current \$50,000 annual retainer which is paid quarterly and a pro rata portion of the \$120,000 annual stock grant that the Company pays to non-employee directors. More specifically, Ms. Kadri will receive \$16,667 as her director retainer for the period of her election through March 2017 and common stock valued at \$40,000 based on the price on December 12, 2016. In addition, Ms. Kadri will be paid \$2,500 for director orientation.

The Company issued a news release on December 12, 2016, announcing the election of Dr. Ilham Kadri. A copy of the Company's news release is attached as Exhibit 99.1 to this Current Report on Form 8-K (this Current Report ) and is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits**

The following exhibit is being filed herewith:

99.1 News Release of A. O. Smith Corporation dated December 12, 2016.

**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.

**A. O. SMITH CORPORATION**

Date: December 15, 2016

By: /s/ James F. Stern  
James F. Stern  
Executive Vice President, General Counsel and  
Secretary

**A. O. SMITH CORPORATION**

Exhibit Index to Current Report on Form 8-K Dated December 12, 2016.

<b>Exhibit Number</b>	<b>Description</b>
99.1	News Release of A. O. Smith Corporation dated December 12, 2016