

FEDERAL SIGNAL CORP /DE/
Form 8-K
March 27, 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): March 21, 2017

Federal Signal Corporation
(Exact name of registrant as specified in its charter)

Delaware	001-6003	36-1063330
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1415 W. 22nd Street, Oak Brook, Illinois 60523
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code (630) 954-2000

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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On March 27, 2017, Federal Signal Corporation (the “Company”) announced the departure of Brian S. Cooper, Senior Vice President and Chief Financial Officer, effective March 21, 2017. The Company has entered into a consulting agreement with Mr. Cooper to provide transition services to the Company.

(c) The Company promoted Ian A. Hudson, 40, to serve as Vice President and Interim Chief Financial Officer, effective March 21, 2017. In this capacity, Mr. Hudson will be the Company’s Principal Financial Officer. Since joining the Company in August 2013, Mr. Hudson has served as Vice President and Corporate Controller and the Company’s Principal Accounting Officer and will continue to serve in these capacities. Prior to joining the Company, Mr. Hudson served as Director of Accounting - Latin America and Asia Pacific at Groupon, Inc. from June 2012 to August 2013. Prior to that role, Mr. Hudson worked at Ernst & Young, LLP from 1998 to 2012, most recently as Senior Audit Manager.

(e) The material economic terms of Mr. Hudson’s compensation as Vice President and Interim Chief Financial Officer are summarized below:

Annual Base Salary: Mr. Hudson will receive an annual base salary of \$300,000.

Short-Term Incentive Bonus: Mr. Hudson will be eligible for an annual cash incentive bonus equal to 60% of his annual base salary at target and capped at 120% of his annual base salary, calculated and paid according to the Company’s short-term incentive bonus plan, prorated for 2017 based on the effective date of his promotion.

Long-Term Executive Incentive Compensation: Mr. Hudson will be eligible to receive long-term equity incentive compensation awards beginning in 2017 with a target value of \$200,000, subject to the discretion of the Company’s Compensation and Benefits Committee.

All other economic terms of Mr. Hudson’s employment will remain as in effect prior to his promotion.

A copy of the Company’s press release announcing these matters is attached hereto as Exhibit 99.1 and the information contained therein is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Federal Signal Corporation Press Release, dated March 27, 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 hereunto duly authorized.

FEDERAL SIGNAL CORPORATION

Dated: March 27, 2017 By: /s/ Daniel A. DuPré

Daniel A. DuPré, Vice President, General Counsel and Secretary

Exhibit Index

Exhibit Number Description

Exhibit 99.1 Federal Signal Corporation Press Release, dated March 27, 2017.