

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 7, 2020

**ESCO TECHNOLOGIES INC.**  
(Exact Name of Registrant as Specified in Charter)

Missouri  
(State or Other  
Jurisdiction of Incorporation)

1-10596  
(Commission  
File Number)

43-1554045  
(I.R.S. Employer  
Identification No.)

9900A Clayton Road, St. Louis, Missouri  
(Address of Principal Executive Offices)

63124-1186  
(Zip Code)

Registrant's telephone number, including area code: 314-213-7200

Securities registered pursuant to section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	ESE	New York Stock Exchange

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 240.113d-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 (§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**

**Planned Retirement of Executive Officer and Director; Planned Reduction in Size of Board of Directors**

On December 7, 2020 the Company issued a press release (attached as Exhibit 99.1) announcing that its Chief Financial Officer, Gary E. Muenster, had communicated his plans to retire at an as-yet-undetermined date in 2021, but that he intended to continue in his current operating role during a search for a new CFO and through the transition of this successor.

In view of Mr. Muenster's announced retirement, the Board of Directors determined not to nominate Mr. Muenster for election to another term as a director of the Company following the expiration of his current term at the Company's 2021 Annual Meeting of Shareholders, and that upon the expiration of Mr. Muenster's term the size of the board of directors would be reduced from nine to eight members in order to eliminate the vacancy which would otherwise result.

**Item 7.01**      **Regulation FD Disclosure**

Today, December 7, 2020, the Company is issuing a press release (attached as [Exhibit 99.1](#)) announcing that its Chief Financial Officer, Gary E. Muenster, had communicated his plans to retire at an as-yet-undetermined date in 2021, but that he intended to continue in his current operating role during a search for a new CFO and through the transition of this successor.

**Item 9.01**      **Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
<a href="#">99.1</a>	<a href="#">Press Release issued December 7, 2020</a>
104	Cover Page Inline Interactive Data File

**Other Matters**

The information in this report furnished pursuant to Item 7.01, including Exhibit 99.1, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 as amended ("Exchange Act") or otherwise subject to the liabilities of that section, unless the Company incorporates it by reference into a filing under the Securities Act of 1933 as amended or the Exchange Act.

Any references to the Company's web site address included in this Form 8-K and the press release are intended only as inactive textual references and not as active links to its web site. Information contained on the Company's web site does not constitute part of this Form 8-K or the press release.

---

SIGNATURE

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: December 7, 2020

ESCO TECHNOLOGIES INC.

By: /s/ Alyson S. Barclay

Senior Vice President, Secretary  
and General Counsel

---

NEWS FROM



**For more information contact:**

**Kate Lowrey**

**Director, Investor Relations**

**ESCO Technologies Inc.**

**(314) 213-7277**

**ESCO ANNOUNCES PLANNED RETIREMENT  
OF ITS CHIEF FINANCIAL OFFICER IN 2021**

**- Gary E. Muenster Plans to Retire in 2021 after 31 Years with the Company -**

ST. LOUIS, December 7, 2020 – ESCO Technologies Inc. (NYSE: ESE) (ESCO, or the Company) today announced that Gary E. Muenster, Executive Vice President and Chief Financial Officer, has communicated his plans to retire in 2021 after 31 successful years with the Company, with the past 18 years serving as CFO.

Mr. Muenster will remain in his current operating role supporting the executive management team and Board of Directors during the search and through the transition of his successor. Once a successor is named, Mr. Muenster will continue to serve as a strategic advisor to Vic Richey, ESCO's Chairman and Chief Executive Officer until the onboarding process is complete.

The Company has initiated a national search for a successor and has engaged *Spencer Stuart*, a globally-recognized executive search firm that has proven success in placing executive-level finance personnel at many large, multinational, industrial public companies.

Vic Richey commented, "On behalf of the Board of Directors and the entire organization, I want to thank Gary for his exceptional leadership and dedication to ESCO during his 30-plus years of service. And for the past 18 years, I personally want to thank him for being an incredible partner supporting me as CEO.

"His passion for ESCO, our shareholders, employees and customers is evident to anyone who has ever interacted with him. His unwavering commitment to our success is recognized by everyone in the organization. Besides building a strong and highly-capable finance organization and a solid rapport with our shareholders during his tenure, he has also built and maintained a very solid balance sheet and has led the charge to generate significant free cash flow through consistent and rigorous efforts to reduce working capital.

Gary Muenster commented, "I have had an amazing career at ESCO, starting in 1990 when I was the first person hired from outside the company to lead the newly-created corporate finance functions right after the spin-off. While the past 30 years have flown by at an incredible speed, one of the things I'm most proud of is the role that I played as part of this amazing management team taking ESCO from its original market cap of approximately \$25 million, to over \$2.5 billion where it is today.

---

“It has been a pleasure to participate in ESCO’s incredibly successful journey. I truly value and appreciate the extensive relationships that I’ve developed over my career, especially with our very talented Finance teams, our subsidiary operating personnel, our Board of Directors, and the investment community.

“I know this company’s future is secure and in good hands given our deep and solid leadership teams across the entire organization. As ESCO continues its run of success, I’m confident the company is well-positioned and I’m ready to pass the torch to the new generation of leadership. I look forward to the next chapter of my life spending time with my family and expanding my passion assisting various charitable organizations.”

ESCO, headquartered in St. Louis, Missouri: Manufactures highly-engineered filtration and fluid control products for the aviation, navy, space and process markets worldwide, as well as composite-based products and solutions for navy, defense and industrial customers; is the industry leader in RF shielding and EMC test products; and provides diagnostic instruments, software and services for the benefit of industrial power users and the electric utility and renewable energy industries. Further information regarding ESCO and its subsidiaries is available on the Company’s website at [www.escotechnologies.com](http://www.escotechnologies.com).

---