

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) **February 21, 2022**



MERIDIAN BIOSCIENCE, INC.

(Exact Name of Registrant as Specified in Charter)

Ohio (State or Other Jurisdiction of Incorporation)	0-14902 (Commission File Number)	31-0888197 (IRS Employer Identification No.)
3471 River Hills Drive, Cincinnati, Ohio (Address of principal executive offices)	45244 (Zip Code)	

Registrant's telephone number, including area code **(513) 271-3700**

(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 (*see* General Instruction A.2. below):

- 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))

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, no par value	VIVO	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17CFR §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 February 21, 2022, Meridian Bioscience, Inc. (the “Company”) announced the appointment of Andrew S. Kitzmiller to the position of Chief Financial Officer. A copy of the press release announcing the appointment is attached hereto as Exhibit 99.1.

Mr. Kitzmiller, age 42, had served as the Vice President, Chief Accounting Officer and Controller of Hillenbrand, Inc. (NYSE) since November 2019. Prior to his service with Hillenbrand, Mr. Kitzmiller served more than two years in senior finance roles at Milacron Holding Corp. (“Milacron”), as Vice President – Finance and Corporate Controller (April 2019 to November 2019) and as Corporate Controller (September 2017 to April 2019). (Hillenbrand acquired Milacron in November 2019.) Before joining Milacron, he served in a series of increasingly senior roles at GE Aviation, the aerospace division of General Electric Company (“GE”), from December 2012 through September 2017. These roles at GE included Controller – Additive, Aviation Supply Chain and Engineering Divisions (November 2016 to September 2017); Accounting Center of Excellence Leader (September 2014 to November 2016), including with controllership oversight of the Supply Chain and Engineering Divisions (April 2016 to November 2016); and two sequential assistant controller positions. Mr. Kitzmiller began his career in public accounting at Deloitte & Touche LLP.

The Company and Mr. Kitzmiller executed an Offer Letter dated February 8, 2022 related to his appointment which is effective as of February 21, 2022, Mr. Kitzmiller’s start date. The Offer Letter provides that: (i) Mr. Kitzmiller’s base salary shall be \$380,000 annually; (ii) Mr. Kitzmiller shall be eligible for participation in the Company’s corporate incentive plan for fiscal year 2022 with a payout target of 55% of base salary; (iii) Mr. Kitzmiller shall be eligible to participate in the Company’s performance based equity program; and (iv) Mr. Kitzmiller shall be entitled to other benefits to which other Company executive officers are entitled, including group insurance programs, profit sharing, 401k retirement and paid time off. On February 21, 2022, the Company issued Mr. Kitzmiller 7,500 restricted share units and options to purchase 5,000 shares of the Company’s common stock pursuant to the Company’s 2021 Omnibus Award Plan. The exercise price for the options is the closing price of shares of Company common stock on February 21, 2022.

Mr. Kitzmiller and the Company will execute the Change in Control Agreement and Non-Compete Agreement other executive officers at Meridian have signed.

There are no arrangements or understandings between Mr. Kitzmiller and any other person pursuant to which he was appointed as an officer of the Company. There are no family relationships between Mr. Kitzmiller and any director or executive officer of the Company, and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

- 10.1 [Offer Letter dated February 8, 2022](#)
- 99.1 [Press release dated February 21, 2022](#)
- 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.

MERIDIAN BIOSCIENCE, INC.

Date: February 21, 2022

By: /s/ Jack Kenny
Chief Executive Officer



3471 River Hills Drive
Cincinnati, OH 45244
513-271-3700
Meridianbioscience.com

February 8, 2022

Andrew S. Kitzmiller
9287 Steeplechase Drive
Cincinnati, OH 45242

Dear Andrew,

This letter serves to confirm our offer, of the Chief Financial Officer position with Meridian Bioscience, reporting directly to the Jack Kenny, CEO. Your work location will be 3471 River Hills Dr, Cincinnati, OH 45244. Your tentative start date is February 21, 2022. This offer is as follows:

COMPENSATION

- **Salary:** Your base salary will be **\$380,000** annually. You will be paid bi-weekly every other Friday.
- **Annual Bonus:** You will be eligible for the corporate incentive plan fiscal year 2022 with a payout target of **55%** of your base salary. If you are hired after the first quarter of the fiscal year, your bonus payout will be prorated. The payout will be based on achievement of individual company objectives.
- **Special Sign on Equity Award:** We are pleased to offer you **7,500** RSUs, and **5,000** Options upon hire, pursuant to the Meridian Stock Incentive Plan. In addition, you will be enrolled in the Performance-based equity plan as of date of hire.

EMPLOYEE BENEFITS

- **Group Insurance Programs:** You are invited to participate in our health, dental, vision, life, and disability plans. Medical, Dental and Vision are effective on your hire date. The remaining benefits are effective on the first of the month following your hire date. Detailed information pertaining to these plans will be made available to you upon hire.
- **401K Retirement:** Meridian offers participation in both a traditional 401(k) plan (pre-tax) and a Roth 401(k) plan (after-tax). Employees may participate in one plan or both plans upon hire. Employees may contribute up to 100% of their eligible earnings up to the applicable IRS ceiling each year. Meridian will begin making matching contributions to your account(s) upon enrollment. Meridian will match 100% of the first 4% of eligible compensation that is contributed by you. Matching contributions will vest immediately. You may elect to roll over your current 401(k) monies into our plan effective immediately.
- **Profit Sharing Plan:** Our profit-sharing plan was established to let you share the profits of the Company and to provide you with additional retirement income. Employer profit sharing contributions are distributed during the first quarter of the calendar year. You will become eligible to participate in the plan on the 6-month anniversary of your hire date. You also must be employed through the last day of the plan year to receive any profit-sharing contributions. All profit-sharing contributions are at Meridian's discretion and subject to Board of Directors approval.
- **Long-Term Equity Incentive:** You will be eligible for a time and/or performance-based equity award at the next grant date, typically in November of each year. The form of the award may be stock options, restricted stock, or a combination of each. The form of the award, and the number of shares, is determined annually by the Compensation Committee of the Board of Directors.
- **Paid Time Off:** You will be eligible for four weeks of vacation per year upon hire. Vacation days will accrue monthly beginning the first of the month following your hire date. Meridian provides nine designated holidays, ten sick days and five personal days per calendar year (prorated based on hire date).

Life discovered. Life diagnosed.

Your employment is contingent upon the successful completion of our pre-hire process. We will be contacting you with drug test location details. As a condition of employment, all employees are required to sign a Non-Competition, Non-Solicitation, and Confidentiality Agreement.

We are very excited about the prospect of you joining Meridian. However, we recognize that you retain the option, as does Meridian, of ending your employment with the Company at any time, with or without notice or cause. As such, your employment with us is at-will and neither this letter nor any other oral or written representations may be considered a contract for any specific period.

Should you have any questions about the contents of this offer please contact Melissa McCarey, Vice President, Global Human Resources.

As formal acceptance of this offer, please sign and return all pages of the offer letter and Non-Compete Agreement via DocuSign by February 9, 2022.

Sincerely,

MERIDIAN BIOSCIENCE, INC.

/s/ Jack Kenny

Jack Kenny
Chief Executive Officer

Enclosures

Accepted by:

/s/ Andrew Kitzmiller
Andrew Kitzmiller

8 February 2022
Date

Life discovered. Life diagnosed.



For Immediate Release

Meridian Bioscience Names Andy Kitzmiller as Chief Financial Officer

CINCINNATI, OHIO, February 21, 2022 (PRNewswire) – Meridian Bioscience, Inc. (NASDAQ: VIVO), a leading global provider of diagnostic testing solutions and life science raw materials, announced today that Andy Kitzmiller joined Meridian Bioscience as Executive Vice President and Chief Financial Officer, reporting directly to CEO Jack Kenny. He will oversee the global finance organization and financial activities, including accounting and controllership, financial planning and analysis, tax, internal audit, and treasury.

Mr. Kitzmiller joins Meridian from Hillenbrand, Inc., where he was Vice President, Chief Accounting Officer, and Corporate Controller. In that role, he was responsible for all external and internal financial reporting, internal controls over financial reporting and supported the annual budgeting, periodic forecasting, and quarterly earnings guidance processes. Prior to Hillenbrand, Mr. Kitzmiller was the Vice President of Finance and Corporate Controller of Milacron, spent five years in various global finance roles at GE Aviation, and spent ten years in the audit practice of Deloitte & Touche.

“We are excited to welcome Andy to Meridian to help develop and execute strategies that continue to drive sustainable revenue growth and profitability across the company,” commented Jack Kenny, Chief Executive Officer. “Andy’s diverse experience and strategic finance expertise will be instrumental as we take Meridian into the future.”

About Meridian Bioscience, Inc.

Meridian is a fully integrated life science company that develops, manufactures, markets, and distributes a broad range of innovative diagnostic products. We are dedicated to developing and delivering better solutions that give answers with speed, accuracy, and simplicity that are redefining the possibilities of life from discovery to diagnosis. Through discovery and development, we provide critical life science raw materials used in immunological and molecular tests for human, animal, plant, and environmental applications. Through diagnosis, we provide diagnostic solutions in areas including gastrointestinal and upper respiratory infections and blood lead level testing. We build relationships and provide solutions to hospitals, reference laboratories, research centers, veterinary testing centers, physician offices, diagnostics manufacturers, and biotech companies in more than 70 countries around the world.

Meridian’s shares are traded on the NASDAQ Global Select Market, symbol VIVO. Meridian’s website address is www.meridianbioscience.com.

Contact:

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