
**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): June 1, 2021

DUCOMMUN INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-08174
(Commission
File Number)

95-0693330
(IRS Employer
Identification No.)

**200 Sandpointe Avenue, Suite 700,
Santa Ana, California**
(Address of principal executive offices)

92707-5759
(Zip Code)

Registrant's telephone number, including area code (657) 335-3665

N/A
(Former name or former address, if changed since last report.)

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$.01 par value per share	DCO	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 240.13e-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

On June 1, 2021, the Board of Directors (the “Board”) of Ducommun Incorporated (the “Company”) elected Sheila G. Kramer as a Class III Director, effective immediately, to serve for a term expiring at the annual meeting of stockholders in 2024 and until her successor is elected and qualified. In connection with Ms. Kramer’s election to the Board, she has been appointed to serve as a member of the Corporate Governance and Nominating Committee of the Board.

In connection with her service as a director, Ms. Kramer, as a non-employee director, will be compensated on the same basis as other non-employee directors of the Company. As such, she will receive a prorated grant of restricted stock under the Company’s 2020 Stock Incentive Plan, equal to 1,000 shares of restricted stock, and will also receive a prorated portion of the annual cash retainer, equal to \$38,000. See “Compensation of Directors” in the Company’s Proxy Statement for its 2021 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on March 8, 2021 for further information with respect to director compensation. In connection with her appointment as a director, the Company has entered into its standard form of indemnification agreement with Ms. Kramer, which among other things and subject to the terms and conditions set forth therein, requires the Company to indemnify Ms. Kramer to the fullest extent permitted by the General Corporation Law of the State of Delaware in connection with any proceedings relating to her service as a director of the Company and to advance any expenses incurred by Ms. Kramer in connection with any such proceedings.

The Company is unaware of any arrangements or understandings between Ms. Kramer and any other person pursuant to which she was selected as a director of the Company and she has no direct or indirect material interest in any transaction or proposed transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

On June 1, 2021, the Company issued a press release regarding Ms. Kramer’s election to the Board. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Exhibit Title or Description
99.1	Ducommun Incorporated press release issued on June 1, 2021
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.

DUCOMMUN INCORPORATED

(Registrant)

Date: June 1, 2021

By: /s/ Rajiv A. Tata

Rajiv A. Tata

Vice President, General Counsel & Corporate Secretary

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NEWS RELEASE

SHEILA G. KRAMER JOINS DUCOMMUN INCORPORATED'S BOARD OF DIRECTORS

SANTA ANA, California (June 1, 2021) - Ducommun Incorporated (NYSE:DCO) announced that its Board of Directors elected Sheila G. Kramer as an independent director of the company, effective June 1, 2021. Ms. Kramer's appointment expands the number of directors on Ducommun's board to seven, six of whom are independent. Ms. Kramer will be a member of the company's Corporate Governance and Nominating Committee.

"We are happy to have Sheila join our board and look forward to her contributions," said Stephen G. Oswald, chairman, president and chief executive officer. "Sheila's expertise in the critical area of human resources will certainly help the company work through not only the post pandemic challenges but also support Ducommun's long-term growth plans."

"I am both proud and honored to be joining the Ducommun Board of Directors," said Ms. Kramer. "I look forward to working with their strong team of leaders to continue to advance the priorities of the business."

Ms. Kramer currently serves as vice president and chief human resources officer at Donaldson Company, Inc., a leading manufacturer of innovative filtration products and solutions. Donaldson Company designs and manufactures replacement filters for both air and liquid filtration applications for fuel, lube and hydraulic applications, and exhaust and emissions systems and sensors in the construction, mining, agriculture, aerospace, defense and transportation end markets. Before joining Donaldson Company, Ms. Kramer served as vice president, human resources at Taylor Corporation, a premier provider of interactive printing and marketing solutions. Ms. Kramer holds a Master of Arts degree in Industrial Relations from the University of Minnesota – Carlson School of Management.

About Ducommun Incorporated

Ducommun Incorporated delivers value-added innovative manufacturing solutions to customers in the aerospace, defense and industrial markets. Founded in 1849, the company specializes in two core areas – Electronic Systems and Structural Systems – to produce complex products and components for commercial aircraft platforms, mission-critical military and space programs, and sophisticated industrial applications. For more information, visit Ducommun.com.

Forward Looking Statements

This press release includes “forward looking statements” within the meaning of the of the federal securities laws relating to Ducommun Incorporated as discussed above, including statements relating to Ducommun’s expectations relating to the contributions of its newly appointed director and similar expressions that concern Ducommun’s intentions or beliefs about future occurrences, expectations, or results. Forward looking statements are subject to risks, uncertainties and other factors that may change over time and may cause actual results to differ materially from those that are expected. It is very difficult to predict the effect of known factors, and Ducommun cannot anticipate all factors that could affect actual results that may be important to an investor. All forward-looking information should be evaluated in the context of these risks, uncertainties and other factors, including those factors disclosed under “Risk Factors” in our reports filed with the SEC, including our Quarterly Reports on Form 10-Q, our Annual Reports on Form 10-K, and our Current Reports on Form 8-K. The forward looking statements included in this press release are made only as of the date of this press release, and Ducommun does not undertake any obligation to (and expressly disclaims any such obligation to) update the forward looking statements to reflect subsequent events or circumstances.

CONTACTS:

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