

**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): May 3, 2023

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.)

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))

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, \$.01 par value per share	DCO	New York Stock Exchange

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 May 3, 2023 Ducommun Incorporated (“Ducommun” or the “Company”) reported that Christopher D. Wampler, Vice President, Chief Financial Officer, Controller and Treasurer, ceased to serve in that role. Mr. Wampler will continue his employment with the Company in a non-executive capacity, and such re-assignment is not related to any issues involving the Company’s financial reporting.

In connection with Mr. Wampler’s re-assignment, Mr. Suman Mookerji, who previously served as the Company’s Vice President, Corporate Development and Investor Relations, was appointed as Senior Vice President, Chief Financial Officer, Controller and Treasurer. The appointment is effective May 3, 2023.

Mr. Mookerji, 44, previously served as the Company’s Vice President, Corporate Development and Investor Relations since November 2021 and as its Vice President, Strategy, Acquisitions and Integration between 2017 and 2021. Prior to joining the Company, Mr. Mookerji’s professional background included responsibilities for corporate strategy, M&A and post-acquisition integration leadership experience at United Technologies Corporation (now Raytheon Technologies Corporation – RTX, an aerospace and defense company), both at the corporate and business unit levels as Senior Director, Strategy & Development, and as Vice President, Corporate Development at Capital Safety, a former Kohlberg, Kravis and Roberts (“KKR”) portfolio company that manufactures fall protection, confined space and rescue equipment. Mr. Mookerji holds a Master’s in Business Administration degree from Babson College and a Bachelor of Arts degree from University of Mumbai. There is no information that is required to be disclosed with respect to Mr. Mookerji pursuant to Item 404(a) of Regulation S-K.

In connection with Mr. Mookerji’s promotion, Mr. Mookerji’s annual base salary has been increased to \$506,953, and he will be eligible for participation in the Company’s Officer Annual Incentive Plan at a target of 65% of his base salary. Mr. Mookerji will also continue to be entitled to participate in the Company’s long-term incentive plan, which provides annual grants of equity awards, and in connection with his promotion, he will receive an award with a value equal to approximately \$971,914. He will also receive other employee benefits and perquisites provided to similarly situated employees of the Company. Additionally, in connection with his promotion, Mr. Mookerji entered into the Company’s standard indemnity agreement.

A copy of the press release regarding Mr. Mookerji’s appointment is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Title and Description
10.1	Form of Indemnity Agreement dated, April 27, 2023 entered with all directors and officers of Ducommun. Incorporated by reference to Exhibit 10.8 to Form 10-K for the year ended December 31, 1990
99.1	Ducommun Incorporated press release issued on May 3, 2023.
104	Coverpage 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: May 3, 2023

By: /s/ Rajiv A. Tata

Rajiv A. Tata

V.P. General Counsel and Corporate Secretary

Ducommun Incorporated

INDEMNITY AGREEMENT

This Agreement is made as of April 27, 2023, by and between Ducommun Incorporated, a Delaware corporation (the "Corporation"), and Suman Mookerji ("Mookerji"), with reference to the following facts:

Mookerji has been elected a Senior Vice President, Chief Financial Officer of the Corporation and the Corporation wishes Mookerji to serve in such capacity. Mookerji is willing, under certain circumstances, to act in such capacity.

In addition to the indemnification to which Mookerji is entitled pursuant to the bylaws of the Corporation, the Corporation has, in the past, furnished at its expense directors and officers liability insurance protecting them in connection with such service. Effective November 27, 1985, such insurance was canceled and reinstated at significantly lower limits. The Corporation has not been able to replace such insurance at a reasonable cost.

Mookerji has indicated that he does not regard the indemnities available under the Corporation's bylaws and the insurance remaining in effect as adequate to protect him against the risks associated with his service to the Corporation. Mookerji may not be willing to accept the office of Vice President, Chief Financial Officer in the absence of obtaining insurance such as they enjoyed in the past by officers.

In order to induce Mookerji to serve as Senior Vice President, Chief Financial Officer of the Corporation and in consideration of his continued service, the Corporation hereby agrees to indemnify Mookerji as follows:

1. The Corporation will pay on behalf of Mookerji, and his executors, administrators, or assigns, any amount which he is or becomes legally obligated to pay because of any claim or claims made against him because of any act or omission or neglect or breach of duty, including any actual or alleged error or misstatement or misleading statement, which he commits or suffers while acting in her capacity as an officer of the Corporation. The payments which the Corporation will be obligated to make hereunder shall include, inter alia, damages, judgments, settlements and costs, cost of investigation (excluding salaries of officers or employees of the Corporation) and costs of defense of legal actions, claims or proceedings and appeals therefrom, and costs of attachment or similar bonds; provided however, that the Corporation shall not be obligated to pay fines or other obligations or fees imposed by law or otherwise which it is prohibited by applicable law from paying as indemnity or for any other reason.

2. If a claim under this Agreement is not paid by the Corporation, or on its behalf, within ninety days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim.

3. In the event of payment under this Agreement, the Corporation shall be subrogated to the extent of such payment to all of the rights of recovery of Mookerji, who shall execute all papers required and shall do everything that may be necessary to secure such rights, including the execution of such documents necessary to enable the Corporation effectively to bring suit to enforce such rights.

4. The Corporation shall not be liable under this Agreement to make any payment in connection with any claim made against Mookerji:

(a) for which payment is actually made to Mookerji under a valid and collectible insurance policy, except in respect of any excess beyond the amount of payment under such insurance;

(b) for which Mookerji is entitled to indemnity and/or payment by reason of having given notice to any circumstance which might give rise to a claim under any policy of insurance, the terms of which have expired prior to the effective date of this Agreement;

(c) for which Mookerji is indemnified by the Corporation otherwise than pursuant to this Agreement;

(d) based upon or attributable to Mookerji gaining in fact any personal profit or advantage to which he was not legally entitled;

(e) for an accounting of profits made from the purchase or sale by Mookerji of securities of the Corporation within the meaning of Section 16(b) of the Securities Exchange Act of 1934 and amendments thereto or similar provisions of any state statutory law or common law; or

(f) brought about or contributed to by the dishonesty of Mookerji seeking payment hereunder; however, notwithstanding the foregoing, Mookerji shall be protected under this Agreement as to any claims upon which suit may be brought against him by reason of any alleged dishonesty on his part, unless a judgment or other final adjudication thereof adverse to Mookerji shall establish that he committed (i) acts of active and deliberate dishonesty, (ii) with actual dishonest purpose and intent, and (iii) which acts were material to the cause of action so adjudicated.

5. The maximum aggregate amount of indemnity payable by the Corporation hereunder to Mookerji is \$45,000,000.

6. No costs, charges or expenses for which indemnity shall be sought hereunder shall be incurred without the Corporation's consent, which consent shall not be unreasonably withheld.

7. Mookerji, as a condition precedent to his right to be indemnified under this Agreement, shall give to the Corporation notice in writing as soon as practicable of any claim made against him for which indemnity will or could be sought under this Agreement. Notice to the Corporation shall be directed to 200 Sandpointe Avenue, Suite 700, Santa Ana, California 92707, Attention: President (or such other address as the Corporation shall designate in writing to Mookerji) notice shall be deemed received if sent by prepaid mail properly addressed, the date of such notice being the date postmarked. In addition, Mookerji shall give the Corporation such information and cooperation as it may reasonably require and as shall be within Mookerji's power.

8. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one instrument.

9. Nothing here shall be deemed to diminish or otherwise restrict Mookerji's right to indemnification under any provision of the certificate of incorporation or bylaws of the Corporation or under Delaware law.

10. This Agreement shall be governed by and construed in accordance with Delaware Law.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and signed as of the day and year first above written.

DUCOMMUN INCORPORATED

By: /s/ Stephen G. Oswald

/s/ Suman Mookerji
Suman Mookerji

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NEWS RELEASE

Ducommun Incorporated Announces the Appointment of Suman Mookerji to Senior Vice President, Chief Financial Officer, Controller and Treasurer

SANTA ANA, Calif., May 3, 2023 (GLOBE NEWSWIRE) — Ducommun Incorporated (“Ducommun” or the “Company”) (NYSE: DCO), a global supplier of innovative electronic and structural solutions for the aerospace and defense industry, announced today the appointment of Suman Mookerji, the Company’s current vice president, corporate development & investor relations to senior vice president, chief financial officer, controller & treasurer. Suman will also continue to lead the corporate development function at the Company. Mr. Christopher D. Wampler, Ducommun’s former vice president, chief financial officer, controller & treasurer will continue his employment with the Company in a non-executive capacity to facilitate a smooth transition of responsibilities.

“I am pleased to announce the promotion of Suman to be the next chief financial officer, controller and treasurer of Ducommun, and want to express my gratitude to Chris for his hard work and dedication to the Company” said Stephen G. Oswald, chairman, president and chief executive officer of Ducommun Incorporated. “Suman joined Ducommun in 2017 and has been very effective in executing our acquisition strategy over the last six years and more recently in revamping our investor relations function. His finance and accounting skills, accompanied with his aerospace and defense industry experience makes him uniquely qualified to help drive our business through the next phase of growth.”

“Ducommun has a rich history and legacy in the industry and I am very fortunate to have been part of the leadership team to see the transformation of the business since 2017,” said Mr. Mookerji. “I now look forward to continuing in this journey in my new role and working with both internal and external stakeholders to drive continuous improvement within the finance function at Ducommun and to deliver better business performance.”

Mr. Mookerji joined Ducommun in April 2017 as the vice president, strategy, acquisitions & integration. For the last year and a half, Mr. Mookerji served as vice president, corporate development & investor relations. Prior to joining Ducommun, Mr. Mookerji’s professional background included corporate strategy, M&A and post-acquisition integration leadership experience at United Technologies Corporation (now Raytheon Technologies Corporation – RTX), both at the corporate and business unit levels, and at Capital Safety, a former Kohlberg, Kravis and Roberts (KKR) portfolio company. Suman started his career in public accounting in 1999 working for Arthur Andersen and then Ernst & Young.

Mr. Mookerji holds an MBA from Babson College and a bachelor’s degree from the University of Mumbai.

About Ducommun Incorporated

Ducommun Incorporated delivers value-added innovative manufacturing products and 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.

((more))

Forward-Looking Statements

This press release includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including relating to Ducommun’s expectations relating to the contributions of its newly appointed chief financial officer, controller and treasurer and similar expressions that concern the Company’s future performance and results. We generally use the words “believe,” “expected,” “future,” “continued,” “will” and similar expressions in this press release to identify forward-looking statements. These statements are based on assumptions currently believed to be valid, but they involve risks and uncertainties that could cause our actual results to differ materially from those expressed in the forward-looking statements. Important uncertainties that could cause our actual results to differ from those expressed in the forward looking statements are identified 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, except as required by law.

CONTACTS:

- Suman Mookerji, Senior Vice President, Chief Financial Officer, Controller & Treasurer 657.335.3665, SMookerji@ducommun.com.

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