

**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): November 7, 2024

LSB INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-7677
(Commission
File Number)

73-1015226
(IRS Employer
Identification No.)

3503 NW 63rd Street, Suite 500, Oklahoma City, Oklahoma
(Address of principal executive offices)

73116
(Zip Code)

Registrant's telephone number, including area code (405) 235-4546

Not applicable

(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, Par Value \$.10	LXU	New York Stock Exchange
Preferred Stock Purchase Rights	N/A	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 November 7, 2024, John D. Chandler was appointed as a member of the LSB Industries, Inc. (the “Company”) Board of Directors (the “Board”) and as a member of the audit committee of the Board. Mr. Chandler was appointed to the class of directors whose term will expire at the conclusion of the Company’s 2027 annual meeting of stockholders and when a successor is duly elected and qualified or until his earlier death, resignation, or removal. Mr. Chandler will receive compensation for his service as a director and a member of the audit committee in accordance with the Company’s Non-Employee Director Compensation and Stock Ownership Policy as described under the heading “Director Compensation” in the Company’s definitive proxy statement on Schedule 14A for its 2024 annual meeting of stockholders filed with the Securities and Exchange Commission on April 12, 2024. In addition, Mr. Chandler will enter into the Company’s standard form of Indemnification Agreement (the “Indemnification Agreement”). The foregoing description of the Indemnification Agreement does not purport to be complete and is subject to, and qualified in its entirety by the full text of the form of Indemnification Agreement, which will be filed as an exhibit 10.5 to the Company’s Current Report on Form 8-K filed December 8, 2015, which is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On November 11, 2024, the Company issued a press release announcing the election of Mr. Chandler to the Board. The press release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 7.01.

The information furnished under Item 7.01 of this Current Report on Form 8-K, 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 (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference into any filing by the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release of LSB Industries, Inc. dated November 11, 2024, entitled “LSB Industries, Inc. Announces the Election of John D. Chandler as an Independent Member of the Board of Directors.”

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: November 12, 2024

LSB INDUSTRIES, INC.

By: /s/ Michael J. Foster

Name: Michael J. Foster

Title: Executive Vice President, General Counsel and
Secretary



FOR IMMEDIATE RELEASE

**LSB INDUSTRIES, INC. ANNOUNCES THE RETIREMENT OF RICHARD ROEDEL AS
CHAIRMAN OF THE BOARD OF DIRECTORS**

President and CEO, Mark Behrman, to Succeed Mr. Roedel as Board Chairman

Oklahoma City, Oklahoma – August 12, 2024 - LSB Industries, Inc. (“LSB” or “the Company”), (NYSE: LXU) today announced the retirement of Richard Roedel as Chairman of the Board of Directors (the “Board”) due to personal health reasons, effectively immediately. The Board has elected Mark Behrman, LSB’s President and CEO, to serve as Chairman of the Board. Lynn White, a member of LSB’s Board since 2015, has been appointed Lead Independent Director. Mr. Roedel will remain on the Board until a successor is identified and elected in order to ensure an orderly transition.

“It has been an extremely gratifying experience to serve on a Board of this caliber,” stated Mr. Roedel. “It has been an honor to work with a group of individuals with such a deep and diverse background in industry and finance. I am very proud of our achievements helping to bring LSB Industries to the point where it is now; a well-capitalized company with strong prospects for future growth.”

“On behalf of the Board and the entire LSB team, I would like to thank Rich for his years of service to LSB,” stated Mr. Behrman. “Over the past decade, his extensive experience and knowledge have been a valuable asset as we’ve transformed the company. We move forward well-positioned in our pursuit of growth and our vision of becoming a leader in the global energy transition thanks to Rich’s contributions. We wish him all the best in his retirement.”

Mr. Behrman was appointed President and CEO in 2018 prior to which he served as the Company’s EVP and CFO beginning in 2015. Before joining LSB in 2014 as SVP, Corporate Development, Mr. Behrman had a 30-year career in finance and investment banking. Over his tenure with LSB, he has led the Company through its operational and balance sheet transformation and the establishment of its low carbon ammonia strategy. Additionally, Mr. Behrman has served on the board of PHX Minerals Inc. (NYSE: PHX) since 2017 and has been its board Chairman since 2019.

About LSB Industries, Inc.

LSB Industries, Inc., headquartered in Oklahoma City, Oklahoma, is committed to playing a leadership role in the energy transition through the production of low and no carbon products that build, feed and power the world. The LSB team is dedicated to building a culture of excellence in customer experiences as we currently deliver essential products across the agricultural, industrial, and mining

end markets and, in the future, the energy markets. The company manufactures ammonia and ammonia-related products at facilities in Cherokee, Alabama, El Dorado, Arkansas and Pryor, Oklahoma and operates a facility for a global chemical company in Baytown, Texas. Additional information about LSB can be found on our website at www.lsbindustries.com.

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