

**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): April 5, 2024

TPI Composites, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-37839

(Commission File Number)

20-1590775

(I.R.S. Employer Identification No.)

9200 E. Pima Center Parkway, Suite 250

Scottsdale, Arizona 85258

(Address of Principal Executive Offices) (Zip Code)

(480) 305-8910

(Registrant's telephone number, including area code)

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:

- 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 \$0.01	TPIC	NASDAQ Global Market

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 April 5, 2024, Linda Hudson and Philip Deutch each notified TPI Composites, Inc. (the “Company”) of their decisions to retire and not to stand for re-election to the Board of Directors (the “Board”) of the Company at the 2024 Annual Meeting of Stockholders (the “Annual Meeting”). Ms. Hudson’s retirement and Mr. Deutch’s retirement will be effective immediately after the conclusion of the Annual Meeting. There are no disagreements between the Company and either of Ms. Hudson or Mr. Deutch, relating to the Company’s operations, policies, or practices that resulted in Ms. Hudson’s and Mr. Deutch’s decision to retire. Ms. Hudson and Mr. Deutch have served as directors of the Company since 2020 and 2007, respectively.

On April 9, 2024, the Company announced that Edward “Ned” Hall has been nominated to stand for election as a Class II director at the Annual Meeting to fill one of the vacancies created by the retirements of Ms. Hudson and Mr. Deutch. If elected, Mr. Hall’s term as a director of the Company will be effective as of the date of the Annual Meeting.

Item 7.01. Regulation FD Disclosure.

On April 9, 2024, the Company issued a press release regarding Mr. Hall, which is included as Exhibit 99.1 to this Form 8-K. The information in Exhibit 99.1 is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in Exhibit 99.1 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

Important Information

This Current Report on Form 8-K may be deemed to be solicitation material in respect of the solicitation of proxies from stockholders in connection with the Annual Meeting. The Company will file a proxy statement with the Securities and Exchange Commission (the “SEC”) in connection with the Annual Meeting. The proxy statement, any other relevant documents and other material filed with the SEC concerning the Company will be, when filed, available free of charge at www.sec.gov and on our website at www.tpicomposites.com. Copies may also be obtained, free of charge, by contacting the Company at (480) 305-8910. Stockholders are urged to read the proxy statement and any other relevant documents filed when they become available before making any voting decision because they will contain important information.

Participants in Solicitation

The Company, its directors and executive officers and employees may be deemed to be participants in the solicitation of proxies from stockholders in connection with the Annual Meeting. Information about the Company’s directors and executive officers and their ownership of the Company’s stock is available in the Company’s public filings with the SEC, including without limitation, on Forms 3 and 4. Stockholders are advised to read the Company’s proxy statement for the Annual Meeting and other relevant documents when they become available before making any voting decision because they will contain important information. You can obtain free copies of these referenced documents as described above.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

[99.1](#) [Press Release dated April 9, 2024](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

TPI Composites, Inc.

Date: April 9, 2024

By: /s/ William E. Siwek
William E. Siwek
President and Chief Executive Officer

Edward Hall Nominated to Join the Board of Directors of TPI Composites, Inc.

SCOTTSDALE, Ariz., April 09, 2024 (GLOBE NEWSWIRE) -- TPI Composites, Inc. (TPI) (Nasdaq: TPIC) announced today that Edward “Ned” Hall has been nominated to join its board of directors, and if elected, will become a director, effective immediately upon the conclusion of TPI’s annual meeting of stockholders on May 29, 2024. TPI also announced that Philip Deutch and Linda Hudson were retiring from TPI’s Board of Directors, effective upon the conclusion of TPI’s annual meeting of stockholders on May 29, 2024. Mr. Deutch and Ms. Hudson have served as directors since 2007 and 2020, respectively.

“We are excited to have Ned join our board,” said Bill Siwek, TPI’s President and CEO. “We will greatly benefit from Ned’s extensive experience in the wind and renewable energy industries to help support our long-term strategy.” “We also want to thank Phil and Linda for their many contributions to TPI, especially Phil who served as a director for 17 years and was with us from our very early days in wind,” said Steven Lockard, TPI’s Chairman of the Board.

Mr. Hall has over 35 years of experience in all facets of the electricity industry. Mr. Hall currently serves as an independent director of the following companies: Atlantica Sustainable Infrastructure plc (Nasdaq: AY) since August, 2022, Chairman of the Board of Cypress Creek Renewables since October, 2018, Vice Chairman of Japan Wind Development Company since December, 2016 and Wellesley Municipal Light Plant since October, 2022. Mr. Hall spent 25 years of his career with AES Corporation in various senior management roles, and served as Chief Operating Officer of global generation from September, 2011 to February, 2013. Mr. Hall has previously served on the boards of General Cable, Globeleq, TerraForm Power and Green Conversion Systems. Mr. Hall earned a B.S. in Mechanical Engineering from Tufts University and M.S. in Finance and Technology Innovation from the MIT Sloan School of Management.

About TPI Composites, Inc.

TPI Composites, Inc. is a global company focused on innovative and sustainable solutions to decarbonize and electrify the world. TPI delivers high-quality, cost-effective composite solutions through long-term relationships with leading OEMs in the wind and automotive markets. TPI is headquartered in Scottsdale, Arizona and operates factories in the U.S., Mexico, Türkiye and India. TPI operates additional engineering development centers in Denmark and Germany and global service training centers in the U.S. and Spain.

Investor Relations

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