

**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**

August 3, 2024

Date of Report (Date of earliest event reported)

Vestis Corporation

(Exact name of Registrant as Specified in its Charter)

Delaware
(State or other Jurisdiction of Incorporation)
500 Colonial Center Parkway, Suite 140,
Roswell, Georgia
(Address of Principal Executive Offices)

001-41783
(Commission File Number)

92-2573927
(IRS Employer Identification No.)

30076
(Zip Code)

(470) 226-3655

(Registrant's Telephone Number, Including Area Code)

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, par value \$0.01 per share	VSTS	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 August 3, 2024, Vestis Corporation (the “Company”) announced that William W. Goetz was appointed to the Company’s Board of Directors (the “Board”) as a Class I director, with a term expiring at the Company’s annual meeting of stockholders in 2025. Mr. Goetz will be up for re-election at such meeting for a two-year term to expire at the annual meeting of stockholders in 2027. With the appointment of Mr. Goetz, the size of the Board is set at ten directors, eight of whom are independent. Mr. Goetz has not been assigned to any committees of the Board.

The Board has determined that Mr. Goetz is independent and meets the applicable independence requirements of the New York Stock Exchange and the Company’s Corporate Governance Guidelines. There are no transactions in which Mr. Goetz had or will have an interest that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Mr. Goetz will receive cash and equity compensation for Board service commensurate with the Company’s other non-employee directors.

In connection with Mr. Goetz’s appointment to the Board, the Company will enter into an indemnification agreement (the “Indemnification Agreement”) with Mr. Goetz similar to the indemnification agreements entered into with all other members of the Board. The foregoing description is not complete and is qualified in its entirety by reference to the full text of the Indemnification Agreement, which was filed as Exhibit 10.4 to the Company’s Form 10-K for the fiscal year ended September 19, 2023, filed with the Securities and Exchange Commission on December 21, 2023.

A copy of the Company’s press release announcing Mr. Goetz’s appointment is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Press release of Vestis Corporation, dated August 5, 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.

Vestis Corporation

Date: August 5, 2024

By: /s/ RICK DILLON
Name: RICK DILLON
Title: Executive Vice President and Chief Financial Officer (principal financial officer)



Vestis Appoints Bill Goetz to the Board of Directors

ATLANTA – August 5, 2024 – Vestis Corporation (NYSE: VSTS) (“Vestis” or the “Company”), a leading provider of uniforms and workplace supplies, today announced the appointment of Bill Goetz to the Company’s Board of Directors, effective immediately. His appointment increases the size of the Board from nine to ten directors, eight of whom, including Mr. Goetz, are independent.

Mr. Goetz most recently served as President and CEO of DYMA Brands, a leading manufacturer to the foodservice industry. Previously Mr. Goetz served as President and COO of Carriage Services, held roles of increasing responsibility at Sysco Corporation, including Senior Vice President of Sales and Marketing and Chief Marketing Officer, and spent 22 years at Cintas Corporation in various executive leadership roles, including President and COO of Global Accounts and Strategic Markets and Chief Marketing Officer. Mr. Goetz is a National Trustee of the Boys & Girls Clubs of America.

“We are pleased to announce Bill’s appointment to the Vestis Board of Directors,” said Phillip Holloman, Chairman of the Board. “Bill is a growth-oriented leader with a proven record of success at Fortune 100 and Fortune 500 companies. He also brings deep industrial laundry sales and marketing expertise to Vestis, including significant experience leading national accounts with a focus on accelerating profitable growth. We remain committed to ensuring our Board comprises robust experience.”

“I am delighted to join the Board of Directors,” said Mr. Goetz. “I look forward to collaborating with the management team and other members of the Board to help advance the Company’s strategic initiatives.”

Kim Scott, President and Chief Executive Officer of Vestis, added, “Bill brings a wealth of relevant industry experience to our Board, and I look forward to working with him closely as we execute on our strategic plan and drive long-term value creation for our shareholders.”

About Vestis™

Vestis is a leader in the B2B uniform and workplace supplies category. Vestis provides uniform services and workplace supplies to a broad range of North American customers from Fortune 500 companies to locally owned small businesses across a broad set of end sectors. The Company’s comprehensive service offering primarily includes a full-service uniform rental program, floor mats, towels, linens, managed restroom services, first aid supplies, and cleanroom and other specialty garment processing.

Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of the securities laws. All statements that reflect our expectations, assumptions, or projections about the future, other than statements of historical fact, are forward-looking statements, including, without limitation, statements regarding our strategy for growth, optimization of our operations and our delivery of best-in-class customer experience. In some cases, forward-looking statements can be identified by words such as “strategy,” “will,” “plan,” “continue to,” “look forward” and other words and terms of similar meaning or the negative versions of such words. These forward-looking statements are subject to risks and uncertainties that may change at any time, and actual results or outcomes may differ materially from those that we expected. Forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties, and changes in circumstances that are difficult to predict including, but not limited to: unfavorable economic conditions; increases in fuel and energy costs; the failure to retain current customers, renew existing customer contracts and obtain new customer contracts; natural disasters, global calamities, climate change, pandemics, strikes and other adverse incidents; increased operating costs and obstacles to cost recovery due to the pricing and cancellation terms of our support services contracts; a determination by our customers to reduce their outsourcing or use of preferred vendors; risks associated with suppliers from whom our products are sourced; challenge of contracts by our customers; our

expansion strategy and our ability to successfully integrate the businesses we acquire and costs and timing related thereto; currency risks and other risks associated with international operations; our inability to hire and retain key or sufficient qualified personnel or increases in labor costs; continued or further unionization of our workforce; liability resulting from our participation in multiemployer-defined benefit pension plans; liability associated with noncompliance with applicable law or other governmental regulations; laws and governmental regulations including those relating to the environment, wage and hour and government contracting; increases or changes in income tax rates or tax-related laws; new interpretations of or changes in the enforcement of the government regulatory framework; a cybersecurity incident or other disruptions in the availability of our computer systems or privacy incidents; stakeholder expectations relating to environmental, social and governance considerations; the expected benefits of the separation from Aramark and the risk that conditions to the separation will not be satisfied; the risk of increased costs from lost synergies; retention of existing management team members as a result of the separation from Aramark; reaction of customers, employees and other parties to the separation from Aramark, and the impact of the separation on our business; our leverage and ability to meet debt obligations; any failure by Aramark to perform its obligations under the various separation agreements entered into in connection with the separation and distribution; a determination by the IRS that the distribution or certain related transactions are taxable; and the and the timing and occurrence (or non-occurrence) of other transactions, events and circumstances which may be beyond our control. The above list of factors is not exhaustive or necessarily in order of importance. For additional information on identifying factors that may cause actual results to vary materially from those stated in forward-looking statements, see Vestis' filings with the Securities and Exchange Commission. Any forward-looking statement speaks only as of the date on which it is made, and we assume no obligation to update or revise such statement, whether as a result of new information, future events or otherwise, except as required by applicable law.

Investors

Michael Aurelio, CFA
470-653-5015
michael.aurelio@vestis.com

Media

Danielle Holcomb
470-716-0917
danielle.holcomb@vestis.com