

AMERICAN RAILCAR INDUSTRIES, INC.

FORM 8-K (Current report filing)

Filed 11/16/17 for the Period Ending 11/10/17

Address	100 CLARK STREET ST. CHARLES, MO, 63301
Telephone	636-940-6000
CIK	0001344596
Symbol	ARII
SIC Code	3743 - Railroad Equipment
Industry	Heavy Machinery & Vehicles
Sector	Industrials
Fiscal Year	12/31

**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 10, 2017

AMERICAN RAILCAR INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

North Dakota
(State or other jurisdiction
of incorporation)

000-51728
(Commission
File Number)

43-1481791
(IRS Employer
Identification No.)

100 Clark Street
St. Charles, Missouri
(Address of principal executive offices)

63301
(Zip Code)

Registrant's telephone number, including area code: (636) 940-6000

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 (see General Instruction A.2):

- 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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(d) Election of Director

Effective as of November 10, 2017, the Board of Directors of the Company, pursuant to the Company's Bylaws, (i) elected Patricia A. Agnello to fill a vacancy on the Board of Directors, and (ii) appointed Ms. Agnello to replace Mr. Michael Nevin on the compensation committee of the Board of Directors. Mr. Nevin will remain a member of the Board of Directors but will no longer serve as a member of the compensation committee.

Ms. Agnello has been the Chief Human Resources Officer & Employment Counsel for Insight Portfolio Group LLC (Insight Portfolio Group), an entity affiliated with Carl C. Icahn, our principal beneficial stockholder through Icahn Enterprises L.P., since May 2007. In this capacity, Ms. Agnello provides human resources advice to the Company and other companies with which Mr. Icahn has a relationship. Prior to joining Insight Portfolio Group, Ms. Agnello held senior human resources positions at Integro Insurance Brokers, North Fork Bank, Marsh & McLennan Companies, Inc., PriceWaterhouseCoopers, and the Exxon Corporation. Ms. Agnello has been a director of: Icahn Automotive Group LLC, an automotive parts installer, retailer and distributor, since 2017; and PSC Metals, Inc., a metal recycling company, since 2012. Icahn Automotive Group and PSC Metals are each indirectly controlled by Carl C. Icahn. Ms. Agnello received a J.D. from St. John's University School of Law, an MBA in Human Resources Management from Adelphi University, and a BA in Liberal Arts from Marymount Manhattan College.

There are no arrangements or understandings between Ms. Agnello and any other persons pursuant to which she was selected as a director of the Company, and she has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

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.

Date: November 16, 2017

American Railcar Industries, Inc.

By: /s/ Luke M. Williams
Name: Luke M. Williams
Title: Senior Vice President, Chief Financial Officer and Treasurer