

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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) June 6, 2018 (June 1, 2018)

GIBRALTAR INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

0-22462
(Commission File Number)

16-1445150
(IRS Employer Identification No.)

3556 Lake Shore Road
P.O. Box 2028
Buffalo, New York 14219-0228
(Address of principal executive offices) (Zip Code)

(716) 826-6500
(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:

- 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))

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.

TABLE OF CONTENTS

| | |
|--|---|
| Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers | 3 |
| Item 8.01 Other Events | 3 |
| SIGNATURE | 4 |
| EX - 99.1 | |

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

On June 1, 2018, the Company's Board of Directors elected Mark G. Barberio, age 56, as a member of the Board of Directors and as a member of the Audit Committee of the Board, effective immediately.

As a member of the Company's Board of Directors, Mr. Barberio is entitled to an annualized cash retainer equal to \$55,000 and an annualized grant of shares of the Company's common stock having an aggregate value of \$75,000. In addition, as a member of the Audit Committee, Mr. Barberio is entitled to an annualized cash retainer of \$10,000. Pursuant to the terms of the Company's Management Stock Purchase Plan, Mr. Barberio has the right to defer his receipt of his cash retainers and any such cash deferral will be used to acquire restricted stock units which will be payable to Mr. Barberio in cash following the termination of his Board service. In addition, pursuant to the terms of the Company's Non-Employee Director Stock Plan, Mr. Barberio has the right to defer the receipt of the shares of the Company's common stock which he is entitled to receive.

On June 6, 2018, Gibraltar issued a press release announcing the appointment of Mr. Barberio.

Item 8.01 Other Events

Effective June 1, 2018, in connection with the appointment of Mark G. Barberio as a member of the Audit Committee of the Company's Board of Directors, Mr. Vinod Khilnani, a member of the Company's Board of Directors, resigned from his position as a member of the Company's Audit Committee.

Item 9.01 Financial Statements and Exhibits

(a)-(c) Not Applicable

(d) Exhibits:

| <u>Exhibit No.</u> | <u>Description</u> |
|----------------------|---|
| 99.1 | News Release issued by Gibraltar Industries, Inc. on June 6, 2018 |

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.

GIBRALTAR INDUSTRIES, INC.

Date: June 6, 2018

By: /s/ Jeffrey J. Watorek
Jeffrey J. Watorek
Vice President, Treasurer and Secretary



Gibraltar Industries Appoints Mark G. Barberio to its Board of Directors

New Independent Director Strengthens Board's M&A and Diversified Manufacturing Experience

Buffalo, N.Y., June 6, 2018 - Gibraltar Industries (NASDAQ:ROCK), a leading manufacturer and distributor of building products for the residential, industrial, infrastructure, and renewable energy and conservation markets, today announced the appointment of Mark G. Barberio to the Company's Board of Directors, effective immediately. Barberio becomes the sixth independent director on Gibraltar's seven-member board.

"I am pleased to welcome Mark to the Gibraltar Board. Mark's business background, coupled with his deep expertise in mergers and acquisitions, complement the capabilities of our Board and support Gibraltar's strategic focus. I look forward to his contributions as we continue to execute against our four-pillar strategy of value creation, including operational excellence, product innovation, portfolio management and acquisitions," said Bill Montague, Chairman of the Board.

Barberio, 56, is principal of Markapital, LLC, a business and M&A consulting firm. Prior to forming Markapital, he led Mark IV, LLC (now Dayco, LLC), a global diversified manufacturing company (formerly NYSE:IV), where he served in a variety of positions, most recently as Co-CEO and CFO. Barberio is an independent director of Life Storage, Inc. (NYSE:LSI) since 2015 and in May 2018 was elected Non-Executive Chairman. He is also a member of the Board of Exide Technologies, a privately held global energy storage solutions company. Barberio holds a BS in Business - Accounting from Rochester Institute of Technology and a MBA from SUNY at Buffalo.

"Mark brings more than 25 years of senior management and board experience across a variety of industries and in both public and private companies. This experience will provide significant value as Gibraltar continues its transformation toward becoming an engineered solutions and products-based portfolio company", said President and CEO Frank Heard.

Barberio stated "I look forward to working closely with Gibraltar's Board and the leadership team as they continue to pursue value creation for their shareholders."

About Gibraltar

Gibraltar Industries is a leading manufacturer and distributor of building products for the residential, industrial, infrastructure, and renewable energy and conservation markets. With a four-pillar strategy focused on operational improvement, product innovation, acquisitions and portfolio management, Gibraltar's mission is to drive best-in-class performance. Gibraltar serves customers primarily throughout North America, and to a lesser extent Asia. Comprehensive information about Gibraltar can be found on its website at <http://www.gibraltar1.com>

Safe Harbor Statement

Information contained in this news release, other than historical information, contains forward-looking statements and is subject to a number of risk factors, uncertainties, and assumptions. Risk factors that could affect these statements include, but are not limited to, the following: the availability of raw materials and the effects of changing raw material prices on the Company's results of operations; energy prices and usage; changing demand for the Company's products and services; changes in the liquidity of the capital and credit markets; risks associated with the integration and performance of acquisitions; and changes in interest and tax rates. In addition, such forward-looking statements could also be affected by general industry and market conditions, as well as macroeconomic

factors including government monetary and trade policies, such as tariffs and expiration of tax credits along with currency fluctuations and general political conditions. Other risks and uncertainties that arise from time to time are described in Item 1A “Risk Factors” of the Company’s Annual Report on Form 10-K. The Company undertakes no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable law or regulation.

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