

**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: May 18, 2023  
(Date of earliest event reported)

**ALBANY INTERNATIONAL CORP.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>1-10026</b> (Commission File Number)	<b>14-0462060</b> (I.R.S Employer Identification No.)
<b>216 Airport Drive Rochester, New Hampshire</b> (Address of principal executive offices)		<b>03867</b> (Zip Code)
Registrant's telephone number, including area code 603-330-5850		
None		
(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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Class A Common Stock, \$0.001 par value per share	AIN	The New York Stock Exchange (NYSE)
Class B Common Stock, \$0.001 par value per share	AIN	The New York Stock Exchange (NYSE)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

At the Company's Annual Meeting of Stockholders held on May 12, 2023, security holders voted to approve the adoption of the Company's Amended and Restated Certificate of Incorporation to eliminate the Class B Common Stock. The foregoing description is qualified in its entirety by the Amended and Restated Certificate of Incorporation, which is filed herewith as Exhibit 3(a).

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

At the Company's Annual Meeting of stockholders held on May 12, 2023, there were six items subject to a vote of security holders: (1) the election of nine members of the Board of Directors of the Company; (2) the ratification of the appointment of KPMG LLP as the Company's independent auditor, (3) the approval, by nonbinding vote, of executive compensation, (4) the approval, by nonbinding vote, of the frequency of stockholder voting on executive compensation; (5) the approval of the Company's 2023 Long Term Incentive Plan; and (6) the approval of the adoption of the Second Amended and Restated Certificate of Incorporation.

1. In the vote for the election of nine members of the Board of Directors of the Company, the number of votes cast for, the number of votes withheld from, and broker non-votes as to each of the nominees were as follows:

<u>Nominee</u>	<u>Number of Votes For</u>		<u>Number of Votes Withheld</u>		<u>Broker Non-Votes</u>	
	<u>Class A</u>	<u>Class B</u>	<u>Class A</u>	<u>Class B</u>	<u>Class A</u>	<u>Class B</u>
Erland E. Kailbourne	25,905,987	—	3,423,389	—	490,980	—
John R. Scannell	26,265,161	—	3,064,215	—	490,980	—
Katharine L. Plourde	24,360,893	—	4,968,483	—	490,980	—
A. William Higgins	27,627,563	—	1,701,813	—	490,980	—
Kenneth W. Krueger	25,788,730	—	3,540,646	—	490,980	—
Mark J. Murphy	26,448,574	—	2,880,802	—	490,980	—
J. Michael McQuade	27,806,670	—	1,522,706	—	490,980	—
Christina M. Alvord	27,807,405	—	1,521,971	—	490,980	—
Russell E. Toney	27,806,514	—	1,522,862	—	490,980	—

2. In the vote for the ratification of the appoint of KPMG LLP as the Company's independent auditor, the number of votes cast for, the number of votes cast against, the number cast as abstentions, and broker non-votes were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
28,545,468	1,271,498	3,390	—

3. In the vote to approve, by non-binding vote, executive compensation, the number of votes cast for, the number of votes cast against, the number cast as abstentions, and broker non-votes were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
29,067,760	248,746	12,870	490,980

4. In the vote to approve, by non-binding vote, the frequency of voting on executive compensation, the number of votes cast for and the number cast as abstentions were as follows:

<u>1 Year</u>	<u>2 Years</u>	<u>3 Years</u>	<u>Abstain</u>
28,045,417	52,997	1,227,765	3,197

5. In the vote to approve the Company's 2023 Long Term Incentive Plan, the number of votes cast for, the number of votes cast against, the number cast as abstentions, and broker non-votes were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
27,000,149	2,320,697	8,530	490,980

6. In the vote to approve the adoption of the Second Amended and Restated Certificate of Incorporation, the number of votes cast for, the number of votes cast against, the number cast as abstentions, and broker non-votes were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
29,274,064	4,126	51,186	490,980

- (d) Disclosure Regarding Frequency of Shareholder Advisory Vote on Executive Compensation:

A majority of the votes cast by Stockholders voted, on an advisory basis, to hold an advisory vote to approve executive compensation every year. In line with this recommendation by our Stockholders, the Board of Directors has decided that it will include, until further action by the Board, an advisory shareholder vote on executive compensation in its proxy material every year until the next required advisory vote on the frequency of shareholder votes on executive compensation.

#### **Item 9.01 Financial Statements and Exhibits.**

- (d) Exhibits. The following exhibit is being furnished herewith:

- 3(a) Amended and Restated Certificate of Incorporation of Albany International Corp.

#### **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.

#### **ALBANY INTERNATIONAL CORP.**

By: /s/ Robert D. Starr

Name: Robert D. Starr

Title: Executive Vice President, Chief Financial Officer and Treasurer  
(Principal Financial Officer)

Date: May 18, 2023

#### **EXHIBIT INDEX**

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<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
3(a) 104	<a href="#">Amended and Restated Certificate of Incorporation of Albany International Corp.</a> Inline XBRL cover page.

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
ALBANY INTERNATIONAL CORP.  
(Originally incorporated on July 24, 1987  
under the name ALBINT INC.)

Article I - NAME

The name of the corporation (hereinafter referred to as “the Corporation”) is Albany International Corp.

Article II - REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation in the State of Delaware is 3411 Silverside Road, Tatnall Building, #104, City of Wilmington, County of New Castle Delaware 19810. The name of the registered agent of the Corporation at such address is United Agent Group Inc.

Article III - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

Article IV - CAPITAL STOCK

Section 1. *Authorized Capital Stock.* The aggregate number of shares which the Corporation shall have the authority to issue shall be One Hundred and Two Million (102,000,000), consisting of One Hundred Million (100,000,000) shares of Class A Common Stock having a par value of One-Tenth of One Cent (\$.001) per share and Two Million (2,000,000) shares of Preferred Stock having a par value of Five Dollars (\$5.00) per share.

Section 2. *Class A Common Stock.*

a. *Voting.* Except as otherwise provided in Section 4 of this Article IV and except as required by law or as determined by the Board of Directors pursuant to Section 3 of this Article IV, each outstanding share of Class A Common Stock shall entitle the holder thereof to one vote on each matter properly submitted to the stockholders of the Corporation for their vote.

b. *Dividends.*

Subject to all of the rights of the Preferred Stock, dividends may be paid upon the Class A Common Stock as and when declared by the Board of Directors out of any funds legally available therefor.

c. *Liquidation Rights.*

Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and after the holders of Preferred Stock of each series shall have been paid in full the amounts to which they respectively shall be entitled or such other provision shall have been made for the holders of the Preferred Stock of each series as may have been determined by the Board of Directors pursuant to its authority to determine, before issuance, the rights upon voluntary or involuntary liquidation, dissolution or winding up of the Corporation of series of the Preferred Stock, the remaining net assets of the Corporation shall be distributed to holders of Class A Common Stock.

### Section 3. *Preferred Stock.*

a. The Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more series of Preferred Stock and, subject to the provisions hereof and to the limitations prescribed by law, the Board of Directors is hereby authorized from time to time prior to the issuance thereof to fix the number of shares which shall constitute each such series and to fix the designation and relative rights, preferences and limitations of such series, subject to the limitation that, if the stated dividends and amounts payable on liquidation are not paid in full, the outstanding shares of all series of Preferred Stock shall share ratably in the payment of dividends including accumulations, if any, in accordance with the sums which would be payable on such shares if all dividends were declared and paid in full, and in any distribution of assets other than by way of dividends in accordance with the sums which would be payable on such distribution if all sums payable were discharged in full. The authority of the Board of Directors with respect to each series shall include, but shall not be limited to, determination of the following:

- i. the distinctive serial designation of such series and the number of shares constituting such series (provided that the aggregate number of shares constituting all series of Preferred Stock shall not exceed Two Million (2,000,000));
- ii. the annual dividend rate on shares of such series, whether dividends shall be cumulative, and, if so, from which date or dates;
- iii. whether the shares of such series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon and after which such shares shall be redeemable, and the amount per share payable in case of redemption which amount may vary under different conditions and at different redemption dates;
- iv. the obligation, if any, of the Corporation to retire shares of such series pursuant to a sinking fund or otherwise;
- v. whether shares of such series shall be convertible into, or exchangeable for, shares of any other class or classes, and, if so, the terms and conditions of such conversion or exchange, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;
- vi. whether the shares of such series shall have voting rights, in addition to the voting rights provided by law or as are set forth in this certificate of incorporation, and, if so, the terms of such voting rights;
- vii. the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation;
- viii. any other relative rights, preferences and limitations of such series;
- ix. the Board of Directors is authorized from time to time to increase the number of shares constituting any series. For the foregoing purposes, the Board of Directors is hereby authorized to cause the execution of any certificate required by law and the filing of the same in the office of the Secretary of State of the State of Delaware;
- x. subject to the designation and relative rights, preferences and limitations of each series of Preferred Stock, each share of Preferred Stock shall be equal to every other share regardless of series; and
- xi. the shares of Preferred Stock of any one series shall be identical with each other in all respects except as to the dates from and after which dividends thereon may be cumulative.

### Section 4. *Voting by Holders of Preferred Stock.*

a. whenever dividends on the Preferred Stock of any series in an aggregate amount at least equal to six full quarterly dividends (which need not be consecutive) on such series shall not be paid, the holders of the outstanding Preferred Stock of all series shall have the special right, voting separately as a single class, to elect two

directors of the Corporation, at the next succeeding annual meeting of shareholders (and at each succeeding annual meeting of shareholders thereafter until such right shall terminate as hereinafter provided);

b. at each meeting of shareholders at which the holders of the Preferred Stock of all series shall have the special right, voting separately as a single class, to elect directors as provided in this Section 4, the presence in person or by proxy of the holders of record of one-third of the total number of shares of the Preferred Stock of all series then issued and outstanding shall be necessary and sufficient to constitute a quorum of such class for such election by such shareholders as a class;

c. each director elected by the holders of the Preferred Stock of all series voting separately as a single class as provided in this Section 4 shall hold office until the annual meeting of shareholders next succeeding his election and until his successor, if any, is elected by such holders and qualified;

d. in case any vacancy shall occur among the directors elected by the holders of the Preferred Stock of all series voting separately as a single class as provided in this Section 4, such vacancy may be filled for the unexpired portion of the term by vote of the single remaining director theretofore elected by such shareholders, or his successor in office, or by the vote of such shareholders given at a special meeting of such shareholders called for the purpose;

e. whenever all dividends accrued and unpaid on the Preferred Stock of all series having cumulative dividends shall have been paid and dividends thereon for the current quarterly period shall have been paid or declared and provided for, and, if dividends on any series of Preferred Stock shall not be cumulative, if and when such dividends shall have been paid regularly for one year or declared and provided for, the right of the holders of the Preferred Stock of all series, voting separately as a single class, to elect directors as provided in this Section 4 shall terminate at the next succeeding annual meeting of shareholders, but subject always to the same provisions for the vesting of such special right of the holders of the Preferred Stock of all series, voting separately as a single class, to elect directors in the case of future unpaid dividends as hereinabove set forth; and

f. in any case in which the holders of the Preferred Stock shall be entitled to vote separately as a single class pursuant to the provisions of this Section 4 or pursuant to law, each holder of Preferred Stock of any series shall be entitled to one vote for each such share held.

#### Article V - LIABILITY OF DIRECTORS

To the fullest extent permitted by the Delaware General Corporation Law as the same exists or may hereafter be amended, no director of the Corporation shall be liable to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director.

#### Article VI - BY-LAWS

In furtherance and not in limitation of the powers conferred by the Delaware General Corporation Law, the Board of Directors is expressly authorized to adopt, amend and repeal by-laws of the Corporation not inconsistent with provisions of law or this certificate of incorporation.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of the Amended and Restated Certificate of Incorporation of this Corporation, and which has been duly adopted in accordance with Sections 242 and 245 of the Delaware General Corporation Law, has been executed by its duly authorized officer this 16<sup>th</sup> day of May, 2023.

ALBANY INTERNATIONAL CORP.

By: /s/ A. William Higgins\_\_\_\_\_

Name: A. William Higgins

Title: Chief Executive Officer