
**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): January 25, 2022

ROGERS CORPORATION

(Exact name of registrant as specified in its charter)

Massachusetts
(State or other jurisdiction
of incorporation)

1-4347
(Commission
File Number)

06-0513860
(IRS Employer
Identification No.)

2225 W. Chandler Blvd., Chandler, Arizona 85224
(Address of principal executive offices) (Zip Code)

(480) 917-6000
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 (*see* General Instruction A.2. below):

- Written communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication 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 \$1.00 per share	ROG	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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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

On January 25, 2022, Rogers Corporation, a Massachusetts corporation (“Rogers” or the “Company”), held a special meeting of shareholders (the “Special Meeting”) to consider certain proposals related to the Agreement and Plan of Merger, dated as of November 1, 2021 (as it may be amended from time to time, the “Merger Agreement”), by and among the Company, DuPont de Nemours, Inc., a Delaware corporation (“DuPont”), and Cardinalis Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of DuPont (“Merger Sub”), pursuant to which Merger Sub will be merged with and into Rogers (the “Merger”), with Rogers surviving the Merger as a wholly owned subsidiary of DuPont.

As of December 15, 2021, the record date for the Special Meeting, there were 18,730,099 shares of Company capital stock outstanding and entitled to vote at the special meeting. At the Special Meeting, a total of 15,443,032 shares of capital stock, representing approximately 82% of the outstanding shares issued and entitled to vote, were present in person (including virtually) or by proxy, constituting a quorum to conduct business.

At the Special Meeting, the following proposals were considered:

- (1) the proposal to approve the Merger Agreement;
- (2) the proposal to approve, on a non-binding advisory basis, the “golden parachute” compensation that may be payable to the Company’s named executive officers in connection with the Merger; and
- (3) the proposal to approve one or more adjournments of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to approve the Merger Agreement.

The first and third proposals were approved by the requisite vote of the Company’s shareholders. The second non-binding, advisory proposal was not approved by the requisite vote of the Company’s shareholders. The final voting results for each proposal are described below. For more information on each of these proposals, see the Company’s definitive proxy statement filed with the U.S. Securities and Exchange Commission on December 16, 2021.

1. Proposal to approve the Merger Agreement:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
15,425,533	4,622	12,887

2. Proposal to approve, on a non-binding advisory basis, the “golden parachute” compensation that may be payable to the Company’s named executive officers in connection with the Merger:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
2,814,239	12,586,868	41,935

3. Proposal to approve one or more adjournments of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to approve the Merger Agreement:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
14,442,475	979,280	21,287

No other proposals were submitted to a vote of Rogers’ shareholders at the Special Meeting.

Item 8.01. Other Events.

On January 25, 2022, Rogers issued a press release announcing the preliminary results of the Special Meeting. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated January 25, 2022
104.1	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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.

ROGERS CORPORATION

(Registrant)

Date: January 25, 2022

By: /s/ Jay B. Knoll
Jay B. Knoll
*Senior Vice President, Corporate Development,
General Counsel and Corporate Secretary*



Rogers' Shareholders Approve Acquisition by DuPont

Chandler, Arizona, January 25, 2022: Rogers Corporation (NYSE: ROG) announced that at a special shareholder meeting held earlier today, its shareholders voted to approve the previously announced acquisition of Rogers by DuPont de Nemours, Inc. (NYSE: DD). Under the terms of the merger agreement, Rogers' shareholders will receive \$277.00 in cash for every share of Rogers capital stock they own immediately prior to the effective time of the merger.

"We are pleased that Rogers' shareholders voted to approve the pending acquisition by DuPont," stated Bruce D. Hoechner, Rogers' President and CEO. "The combination of Rogers and DuPont's Electronics & Industrial business will provide compelling benefits to our customers and employees as together we leverage our strengths in innovation and advanced materials to bring new solutions to rapidly growing end markets such as Electric and Hybrid Electric Vehicles."

The final voting results will be set forth in a Form 8-K filed by Rogers with the U.S. Securities and Exchange Commission.

As previously disclosed, the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act has expired. The completion of the transaction remains subject to the satisfaction of other customary closing conditions, including receipt of certain non-U.S. regulatory approvals. The companies continue to expect that the transaction will close by the end of the second quarter of 2022.

About Rogers Corporation

Rogers Corporation (NYSE:ROG) is a global leader in engineered materials to power, protect and connect our world. Rogers delivers innovative solutions to help our customers solve their toughest material challenges. Rogers' advanced electronic and elastomeric materials are used in applications for EV/HEV, automotive safety and radar systems, mobile devices, renewable energy, wireless infrastructure, energy-efficient motor drives, industrial equipment and more. Headquartered in Chandler, Arizona, Rogers operates manufacturing facilities in the United States, Asia and Europe, with sales offices worldwide.

About DuPont

DuPont (NYSE: DD) is a global innovation leader with technology-based materials and solutions that help transform industries and everyday life. Our employees apply diverse science and expertise to help customers advance their best ideas and deliver essential innovations in key markets including electronics, transportation, construction, water, healthcare and worker safety. More information about the company, its businesses and solutions can be found at www.dupont.com. Investors can access information included on the Investor Relations section of the website at investors.dupont.com.

Safe Harbor Statement

Statements included in this release that are not a description of historical facts are forward-looking statements. Words or phrases such as "believe," "may," "could," "will," "estimate," "continue," "anticipate," "intend," "seek," "plan," "expect," "should," "would" or similar expressions are intended to identify forward-looking statements, and are based on Rogers' current beliefs and expectations. This release contains forward-looking statements, which concern the planned acquisition of Rogers by DuPont de Nemours, Inc. (the "DuPont Merger"), our plans, objectives, outlook, goals, strategies, future events, future net sales or performance, capital expenditures, future restructuring, plans or intentions relating to expansions, business trends and other information that is not historical information. All forward-looking statements are based upon information available to us on the date of this release and are subject to risks, uncertainties and other factors, many of which are outside of our control, which could cause actual results to differ materially from those indicated by the forward-looking statements. Rogers' actual future results may differ materially from Rogers' current expectations due to the risks and uncertainties inherent in its business and risks relating to the DuPont Merger. These risks include, but are not limited to: uncertainties as to the timing and structure of the DuPont Merger; the possibility that various closing

conditions for the transaction may not be satisfied or waived, including that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the DuPont Merger; the risk that management's time and attention is diverted on transaction related issues; the risk that Rogers is unable to retain key personnel; the effects of disruptions caused by the transaction making it more difficult to maintain relationships with employees, customers, vendors and other business partners; and the risk that stockholder litigation in connection with the DuPont Merger may result in significant costs of defense, indemnification and liability. Other risks and uncertainties that could cause such results to differ include: the duration and impacts of the novel coronavirus global pandemic and efforts to contain its transmission and distribute vaccines, including the effect of these factors on our business, suppliers, customers, end users and economic conditions generally; failure to capitalize on, volatility within, or other adverse changes with respect to the Company's growth drivers, including advanced mobility and advanced connectivity, such as delays in adoption or implementation of new technologies; uncertain business, economic and political conditions in the United States (U.S.) and abroad, particularly in China, South Korea, Germany, Hungary and Belgium, where we maintain significant manufacturing, sales or administrative operations; the trade policy dynamics between the U.S. and China reflected in trade agreement negotiations and the imposition of tariffs and other trade restrictions, including trade restrictions on Huawei Technologies Co., Ltd. (Huawei); fluctuations in foreign currency exchange rates; our ability to develop innovative products and the extent to which our products are incorporated into end-user products and systems and the extent to which end-user products and systems incorporating our products achieve commercial success; the ability and willingness of our sole or limited source suppliers to deliver certain key raw materials, including commodities, to us in a timely and cost-effective manner; intense global competition affecting both our existing products and products currently under development; business interruptions due to catastrophes or other similar events, such as natural disasters, war, terrorism or public health crises; failure to realize, or delays in the realization of anticipated benefits of acquisitions and divestitures due to, among other things, the existence of unknown liabilities or difficulty integrating acquired businesses; our ability to attract and retain management and skilled technical personnel; our ability to protect our proprietary technology from infringement by third parties and/or allegations that our technology infringes third party rights; changes in effective tax rates or tax laws and regulations in the jurisdictions in which we operate; failure to comply with financial and restrictive covenants in our credit agreement or restrictions on our operational and financial flexibility due to such covenants; the outcome of ongoing and future litigation, including our asbestos-related product liability litigation; changes in environmental laws and regulations applicable to our business; and disruptions in, or breaches of, our information technology systems. Should any risks and uncertainties develop into actual events, these developments could have a material adverse effect on the Company or the DuPont Merger. For additional information about the risks, uncertainties and other factors that may affect our business, please see our most recent annual report on Form 10-K and any subsequent reports filed with the Securities and Exchange Commission, including quarterly reports on Form 10-Q. Rogers Corporation assumes no responsibility to update any forward-looking statements contained herein except as required by law.

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