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**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): November 1, 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)

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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
<b>Common Stock, par value \$1.00 per share</b>	<b>ROG</b>	<b>New York Stock Exchange</b>

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.

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### Item 1.02 Termination of a Material Definitive Agreement

As previously disclosed, on November 1, 2021, Rogers Corporation, a Massachusetts corporation (the "Company"), entered into an Agreement and Plan of Merger (the "Merger Agreement") with DuPont de Nemours, Inc., a Delaware corporation ("DuPont"), and Cardinalis Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of DuPont (the "Merger Sub"). The Merger Agreement would have provided, subject to its terms and conditions, for the acquisition of the Company by DuPont through the merger of the Merger Sub with and into the Company (the "Merger"), with the Company surviving the Merger as a wholly owned subsidiary of DuPont.

On November 1, 2022, the Company received a notice of termination of the Merger Agreement (the "Notice"). In accordance with the terms of the Merger Agreement, the Company received a regulatory termination fee from DuPont in the amount of \$162.5 million.

The Merger Agreement provided each of the Company and DuPont with a right to terminate the Merger Agreement if the Merger had not closed on or before November 1, 2022 (the "Outside Date"). Consummation of the Merger was subject to various customary closing conditions, including regulatory approval by the State Administration for Market Regulation of China ("SAMR"). As of the Outside Date, the parties had not received regulatory approval by SAMR. As previously disclosed, the parties had received all regulatory approvals required to consummate the merger except for approval by SAMR.

On November 2, 2022, the Company issued a press release concerning the Notice. A copy of that press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

### Item 9.01 Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release, dated November 2, 2022</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

\*The schedules and certain exhibits to the Amended and Restated Merger Agreement have been omitted pursuant to the instructions to Form 8-K and Item 601(a)(5) of Regulation S-K, and such schedules and exhibits will be furnished to the SEC upon request.

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### **Rogers Announces Termination of Merger Agreement with DuPont**

Chandler, Arizona, November 2, 2022: Rogers Corporation (NYSE:ROG) ("Rogers") today announced the termination of its definitive merger agreement with DuPont de Nemours, Inc. ("DuPont"). In connection with the termination of the merger agreement, Rogers has received a regulatory termination fee of \$162.5 million from DuPont.

As previously disclosed, the merger agreement provided both Rogers and DuPont with a right to terminate the merger agreement if the merger had not closed on or before November 1, 2022. Consummation of the merger was subject to various customary closing conditions, including regulatory approval by the State Administration for Market Regulation of China ("SAMR"). As of November 1, 2022, the parties had not received regulatory approval from SAMR.

Peter C. Wallace, Rogers' Board Chair, stated, "While we are disappointed with the outcome of this process, the strength of Rogers as a standalone business is undeniable. Our strategic plan provides a clear path towards future growth, and we look forward to expanding upon our leadership position and capitalizing on the many attractive opportunities ahead. We've always been focused on generating shareholder value and remain dedicated to this important objective on the journey ahead."

Bruce D. Hoechner, Rogers' President and CEO, said, "Rogers has continued to perform well and grow revenue in a challenging macroeconomic environment over the past year, and as we pivot to the future, we will continue to execute our proven strategy to create sustainable value for our shareholders and other stakeholders. We remain confident that we can double our annual revenues over the next five years and return profitability back to historic levels as market conditions improve. We are entering this next chapter in a position of strength, as an industry leader innovating across fast-growing markets, with a clear and robust pipeline of opportunities and widespread customer enthusiasm about our offerings and value proposition."

### **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.

**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 regarding 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. 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; continuing disruptions to global supply chains and our ability, or the ability of our suppliers, to obtain necessary product components; 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, the United Kingdom, 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, including the ongoing conflict between Russia and Ukraine, terrorism or public health crises; the impact of sanctions, export controls and other foreign asset or investment restrictions; 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 or risks arising from the DuPont Merger; 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. 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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