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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):

September 27, 2023



**MUELLER INDUSTRIES INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-6770**  
(Commission File  
Number)

**25-0790410**  
(IRS Employer  
Identification No.)

**150 Schilling Boulevard**  
**Collierville**

(Address of principal executive offices)

**Suite 100**  
**Tennessee**

**38017**  
(Zip Code)

Registrant's telephone number, including area code:

**(901) 753-3200**

Registrant's Former Name or Address, if changed since last report:

**N/A**

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 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:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of exchange on which registered</u>
Common Stock	MLI	NYSE

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. ☐

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**Item 5.03**                      **Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On September 26, 2023 the shareholders of Mueller Industries, Inc. (the “Company”) approved an amendment to the Company’s Restated Certificate of Incorporation to increase the total number of its authorized shares of Common Stock from 100,000,000 shares to 250,000,000 shares. Specifically, the first paragraph of Article V has been replaced to increase the total number of the Company’s authorized shares of Common Stock from 100,000,000 shares to 250,000,000 shares par value \$.01 per share. The amendment became effective upon filing with the Secretary of State of the State of Delaware on September 26, 2023. The foregoing description is qualified in its entirety by reference to the Certificate of Amendment of Restated Certificate of Incorporation filed as Exhibit 3.1 to this Report.

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

On September 26, 2023 the Registrant held a special meeting of shareholders to approve an amendment to the Company's Restated Certificate of Incorporation to increase the total number of its authorized shares of Common Stock from 100,000,000 shares to 250,000,000 shares. Set forth below is the final voting result of the meeting.

For	48,639,716
Against	3,478,111
Abstentions	226,927

**Item 8.01**                      **Other Events.**

On September 26, 2023, following the special meeting of shareholders and the amendment to its certificate of incorporation as described above, the Company issued a press release announcing that its Board has declared a two-for-one stock split in the form of a 100 percent stock dividend. The dividend will be payable October 20, 2023 to stockholders of record on October 6, 2023. A copy of the press release announcing the payment and record dates is attached as Exhibit 99.1.

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

(d) Exhibits

3.1	Certificate of Amendment of the Restated Certification of Incorporation
99.1	Press release dated September 26, 2023

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

MUELLER INDUSTRIES, INC.

By: /s/ CHRISTOPHER J. MIRITELLO

Name: Christopher J. Miritello

Title: Executive Vice President - General Counsel

Date: September 27, 2023



## Exhibit Index

Exhibit No.	Description
3.1	<a href="#"><u>Certificate of Change for Mueller Industries, Inc., effective as of September 26, 2023</u></a>
99.1	<a href="#"><u>Press release, dated September 26, 2023</u></a>

**CERTIFICATE OF AMENDMENT**  
**OF**  
**RESTATED CERTIFICATE OF INCORPORATION**  
**OF**  
**MUELLER INDUSTRIES, INC.**

Pursuant to Section 242 of the General Corporation Law

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

**FIRST:** That at a meeting of the Board of Directors of Mueller Industries, Inc., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED,** that the Restated Certificate of Incorporation of this corporation be amended by deleting all of the text in the first paragraph of Article V and replacing it with the following in substitution therefor:

The total number of shares of stock which the Corporation shall have authority to issue is 255,000,000; of such shares the number of common shares which the Corporation shall have authority to issue is 250,000,000, par value \$.01 per share ("Common Stock"), and the number of preferred shares which the Corporation shall have authority to issue is 5,000,000, par value \$1.00 per share ("Preferred Stock").

**SECOND:** That thereafter a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were vote in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF,** said corporation has caused this certificate to be signed this 26th day of September, 2023.

MUELLER INDUSTRIES, INC.

By: /s/ CHRISTOPHER J. MIRITELLO

Name: Christopher J. Miritello

Title: Executive VP – General Counsel & Secretary



MUELLER INDUSTRIES, INC.  
Corporate Headquarters  
150 Schilling Blvd., Suite 100  
Collierville, TN 38017  
P 901.753.3253

### **Mueller Industries, Inc. Announces Two-for-One Stock Split**

COLLIERVILLE, Tenn., September 26, 2023 -- Mueller Industries, Inc. (NYSE: MLI) announced today that its Board of Directors has declared a two-for-one stock split to be effected in the form of a 100 percent stock dividend. Stockholders of record on October 6, 2023 will receive one additional share of common stock for each share of the Company's common stock held on that date. The distribution date for the stock split, or the date on which new shares will be distributed from the Company's transfer agent, Equiniti Trust Company, LLC, will be October 20, 2023. Following the stock split, the Company's outstanding common shares will increase to approximately 113.5 million shares.

*Mueller Industries, Inc. (NYSE: MLI) is an industrial corporation whose holdings manufacture vital goods for important markets such as air, water, oil and gas distribution; climate comfort; food preservation; energy transmission; medical; aerospace and automotive. It includes a network of companies and brands throughout North America, Europe, Asia, and the Middle East.*

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Statements in this release that are not strictly historical may be "forward-looking" statements, which involve risks and uncertainties. These include risks relating to whether our shareholders will approve the proposed charter amendment, economic and currency conditions, continued availability of raw materials and energy, market demand, pricing, competitive and technological factors, and the availability of financing, among others, as set forth in the Company's SEC filings. The words "outlook," "estimate," "project," "intend," "expect," "believe," "target," "encourage," "anticipate," "appear," and similar expressions are intended to identify forward-looking statements. The reader should not place undue reliance on forward-looking statements, which speak only as of the date of this report. The Company has no obligation to publicly update or revise any forward-looking statements to reflect events after the date of this report.

CONTACT Jeffrey A. Martin (901) 753-3226