

DARLING INGREDIENTS INC.

Form 8-K

October 13, 2016

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 report
of
earliest
event
reported)

DARLING
INGREDIENTS
INC.

(Exact Name of
Registrant as
Specified in
Charter)

Delaware	001-13323	36-2495346
(State or Other Jurisdiction of Incorporation)	(Commission (IRS Employer File Number)	Identification No.)

251
O'CONNOR
RIDGE
BLVD., 75038
SUITE 300,
IRVING,
TEXAS
(Address
of
Principal (Zip Code)
Executive
Offices)

(972) 717-0300

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 (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))

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

On October 10, 2016, Michael Urbut (“Mr. Urbut”) informed Darling Ingredients Inc. (the “Company”) that he is retiring as a member of the Company’s Board of Directors effective at the close of business on October 14, 2016. Mr. Urbut indicated that he has no disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

The Company wishes to thank Mr. Urbut, who has served on the Board since 2005, for his many contributions to the Company during his years of service, and wishes him well in his retirement.

Mr. Urbut currently serves as the Chairman of the Audit Committee and as a member of the Nominating and Corporate Governance Committee. Effective as of the date of Mr. Urbut’s retirement, the Board will take the following actions with respect to the various Board committees:

- Appoint D. Eugene Ewing as a member and Chairman of the Audit Committee;
- Appoint Gary W. Mize to replace D. Eugene Ewing as a member of the Compensation Committee;
- Designate current Compensation Committee member Mary R. Korby to replace D. Eugene Ewing as the Chairman of the Compensation Committee; and
- Appoint Mary R. Korby as a new member of the Nominating and Corporate Governance Committee.

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.

DARLING INGREDIENTS INC.

Date: October 13, 2016 By: /s/ John F. Sterling
John F. Sterling
Executive Vice President and
General Counsel