

# Section 1: 8-K (8-K)

## 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 9, 2020**



### TRINITY INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**1-6903**

(Commission File No.)

**75-0225040**

(I.R.S. Employer  
Identification No.)

**2525 N. Stemmons Freeway,  
Dallas, Texas 75207-2401**

(Address of Principal Executive Offices, and Zip Code)

**(214) 631-4420**

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:

- 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:

Title of each class

Common Stock

Trading Symbol(s)

TRN

Name of each exchange on which registered

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.

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

On September 9, 2020, the Board of Directors (the "Board") of Trinity Industries, Inc. (the "Company") elected S. Todd Maclin as a member of the Board, effective immediately. He has been appointed to the Audit Committee and the Human Resources Committee of the Board. The Board has made an affirmative determination that Mr. Maclin qualifies as an independent director under the New York Stock Exchange listing standards and the Company's standards for director independence. The Board has also made the affirmative determination that Mr. Maclin qualifies as an "audit committee financial expert" as such term is defined under Item 407(d)(5) of Regulation S-K under the Securities Exchange Act of 1934, as amended. The September 14, 2020, press release regarding the election of Mr. Maclin is being filed with this Current Report on Form 8-K as Exhibit 99.1.

Mr. Maclin will receive the Company's standard non-employee director compensation. He was awarded 3,199 shares of restricted stock that vest at the Company's next Annual Meeting of Stockholders. Mr. Maclin has no arrangement or understanding with any person regarding his selection as a director of the Company. He does not have any related person transactions with the Company reportable under Item 404(a) of Regulation S-K.

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

On September 9, 2020, the Board of Directors amended Section 1 of Article III of the Company's Bylaws to increase the number of directors from seven (7) to eight (8), effective immediately.

## Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

NO.	DESCRIPTION
3.1	<a href="#">Amendment to the Company's Bylaws, increasing the number of directors from seven (7) to eight (8), effective September 9, 2020.</a>
99.1	<a href="#">Press release by the Company dated September 14, 2020, announcing the election of S. Todd Maclin as a director of the Company.</a>
101.INS	Inline XBRL Instance Document — the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document (filed electronically herewith).
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document (filed electronically herewith).
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document (filed electronically herewith).
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document (filed electronically herewith).
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document (filed electronically herewith).
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

## 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.

Trinity Industries, Inc.

September 14, 2020

By: /s/ Eric R. Marchetto

Name: Eric R. Marchetto

Title: Executive Vice President and Chief Financial Officer

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## Section 2: EX-3.1 (EX-3.1)

Exhibit 3.1

### Amendment to the Company's Bylaws Effective September 9, 2020

The first sentence of Article III, Section 1 of the Bylaws of the Company is amended and restated to read as follows:

"The number of directors of the corporation shall be eight (8)."

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## Section 3: EX-99.1 (EX-99.1)

Exhibit 99.1

## NEWS RELEASE



TRINITY INDUSTRIES, INC.

FOR IMMEDIATE RELEASE

## Trinity Industries, Inc. Adds Todd Maclin to its Board of Directors

DALLAS – September 14, 2020 – Trinity Industries, Inc. (NYSE:TRN) ("Trinity") today announced the election of Todd Maclin to its Board of Directors, effective immediately. The addition of Mr. Maclin expands Trinity's Board of Directors from 7 to 8 members.

"We are pleased to welcome Todd Maclin as a new member of our Board of Directors," said Leldon E. Echols, Trinity's Non-Executive Chairman of the Board. "The significant operating experience and financial insight Todd has gained as a top executive in the banking industry will bring additional leadership and valuable perspective to our Board."

Mr. Maclin retired in 2016 from a 37-year career at JPMorgan Chase & Co., and its predecessor banks, where he rose to Chairman, Chase Commercial and Consumer Banking in 2013 and served on the company's Operating Committee. Prior to that, he held a variety of leadership roles, including Regional Executive for Texas and the Southwest U.S., and Global Executive for Energy Investment Banking. Mr. Maclin currently serves on the board of directors of Kimberly-Clark Corporation, a global manufacturer of branded tissue

and personal care products. He also serves on the board of directors of RRH Corporation, the parent company of Hunt Consolidated, Inc.; is a Board Advisor for Cyber Defense Labs; and is an Advisory Director of BancAffiliated, Inc.

Mr. Maclin received his bachelor's degree in business administration and management from the University of Texas at Austin.

### **About Trinity Industries**

Trinity Industries, Inc., headquartered in Dallas, Texas, owns businesses that are leading providers of rail transportation products and services in North America. Our rail-related businesses market their railcar products and services under the trade name *TrinityRail*<sup>®</sup>. The *TrinityRail* platform provides railcar leasing and management services, as well as railcar manufacturing, maintenance and modifications. Trinity also owns businesses engaged in the manufacture of products used on the nation's roadways and in traffic control, as well as a logistics business that primarily provides support services to Trinity. Trinity reports its financial results in three principal business segments: the Railcar Leasing and Management Services Group, the Rail Products Group, and the All Other Group. For more information, visit: [www.trin.net](http://www.trin.net).

### **Investor Contact:**

Jessica Greiner

Vice President, Investor Relations and Communications

Trinity Industries, Inc.

(Investors) 214/631-4420

### **Media Contact:**

Jack L. Todd

Vice President, Public Affairs

Trinity Industries, Inc.

(Media Line) 214/589-8909

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