
**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): May 8, 2024

Ecovyst Inc.

Commission File Number: 001-38221

Delaware
(State or other jurisdiction
of incorporation)

81-3406833
(IRS Employer
Identification No.)

300 Lindenwood Drive
Malvern, Pennsylvania
(Address of principal executive offices)

19355
(Zip Code)

(484) 617-1200
(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:

- 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	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	ECVT	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 (§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.

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

On May 8, 2024, the stockholders of Ecovyst Inc. (the “Company”) approved an amendment (the “Charter Amendment”) to the Company’s Second Restated Certificate of Incorporation, as amended and corrected (the “Charter”) to phase-out the Company’s classified Board of Directors (the “Board”) over a two-year period starting with the election of directors in 2025 and to permit stockholders to remove directors with or without cause beginning in 2027 when the Board is declassified. The Company filed the Charter Amendment, which was effective upon filing, with the Secretary of State of the State of Delaware on May 8, 2024. The foregoing description of the Charter Amendment is qualified in its entirety by reference to the full text of the Charter Amendment, a copy of which is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference herein.

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

On May 8, 2024, the Company held its 2024 Annual Meeting of Stockholders (the “Annual Meeting”). There were 116,991,445 shares of the Company’s common stock issued and outstanding on the record date and entitled to vote at the Annual Meeting, and 110,997,146 shares of the Company’s common stock were represented in person or by proxy at the Annual Meeting. Set forth below are the final voting results for each of the proposals submitted to a vote of the Company’s stockholders at the Annual Meeting. For more information about the proposals, please see the Company’s definitive proxy statement, which was filed with the U.S. Securities and Exchange Commission on April 8, 2024.

Proposal One: Each of the three Class I director nominees was elected to serve on the Company’s Board for a term of three years. The results of the vote were as follows:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Anna C. Catalano	100,037,275	3,678,306	7,281,565
Sarah Lorange	102,257,190	1,458,391	7,281,565
Donald Althoff	102,208,244	1,507,337	7,281,565

Proposal Two: The stockholders approved, on an advisory basis, the compensation paid by the Company to its named executive officers (the “say-on-pay proposal”). The results of the advisory vote were as follows:

For	Against	Abstain	Broker Non-Votes
98,135,133	5,568,322	12,126	7,281,565

Proposal Three: The stockholders voted, on an advisory basis, to hold say-on-pay proposal each year. The results of the advisory vote were as follows:

1 Year	2 Years	3 Years	Abstain	Broker Non-Votes
97,556,771	49,426	6,105,501	3,883	7,281,565

The Board considered the recommendation of the Company’s stockholders and intends to present a say-on-pay proposal to its stockholders each year until the next vote on the frequency of a say-on-pay proposal is held, which will be no later than the Company’s 2030 annual meeting of stockholders.

Proposal Four: The appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2024 was ratified. The results of the vote were as follows:

For	Against	Abstain
110,844,000	101,053	52,093

Proposal four was a routine matter and, therefore, there were no broker non-votes relating to this proposal.

Proposal Five: The amendment of the Charter, to declassify the Board of the Company, was approved. The results of the vote were as follows:

For	Against	Abstain	Broker Non-Votes
103,198,010	513,962	3,609	7,281,565

Item 8.01 Other Events.

As previously disclosed in the Company's Amendment No. 1 to Form 8-K filed on May 9, 2024, the Board appointed Sarah Lorange as a member of the Audit Committee of the Board. In addition, on May 8, 2024, the Board appointed Kevin Fogarty as a member of the Compensation Committee of the Board.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Certificate of Amendment to the Second Restated Certificate of Incorporation of Ecovyst Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

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.

Date: May 9, 2024

Ecovyst Inc.

By: /s/ Joseph S. Koscinski

Name: Joseph S. Koscinski

Title: Vice President, Chief Administrative Officer,
General Counsel and Secretary

**CERTIFICATE OF AMENDMENT
TO THE
SECOND RESTATED CERTIFICATE OF INCORPORATION
OF
ECOVYST INC.**

Ecovyst Inc. (the “Corporation”), a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

A. This Certificate of Amendment (the “Certificate of Amendment”) amends the provisions of the Second Restated Certificate of Incorporation of the Corporation, as amended and corrected filed with the Secretary of State of the State of Delaware on September 29, 2017, amended on August 2, 2021, and corrected on November 8, 2021 (as so amended, restated and corrected, the “Second Restated Certificate of Incorporation”).

B. This Certificate of Amendment was duly adopted by the Board of Directors of the Corporation and by the stockholders of the Corporation in accordance with Section 242 of the General Corporation Law of the State of Delaware.

C. Article V of the Second Restated Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

ARTICLE V—BOARD OF DIRECTORS

(a) Number of Directors; Vacancies and Newly Created Directorships. The number of directors constituting the Board of Directors shall be not fewer than three (3) and not more than fifteen (15), each of whom shall be a natural person. All elections of directors shall be determined by a plurality of the votes cast. Subject to the special rights of the holders of any series of Preferred Stock to elect directors, the precise number of directors shall be fixed exclusively pursuant to a resolution adopted by the Board of Directors. Vacancies and newly-created directorships shall be filled exclusively by vote of a majority of the directors then in office, even if less than a quorum, or by a sole remaining director, except that any vacancy created by the removal of a director by the stockholders for cause shall only be filled, in addition to any other vote otherwise required by law, by vote of a majority of the outstanding shares of Common Stock. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. For so long as the Board of Directors is classified, a director chosen to fill a position resulting from an increase in the number of directors shall hold office until the next election of the class for which such director shall have been chosen, subject to the election and qualification of his or her successor and to his or her earlier death, resignation or removal; thereafter, a director chosen to fill a position resulting from an increase in the number of directors shall hold office until the next succeeding annual meeting of stockholders, subject to the election and qualification of his or her successor and to his or her earlier death, resignation or removal.

(b) Terms of Directors. Commencing with the election of directors at the annual meeting of stockholders to be held in 2025, subject to the special rights of the holders of any series of Preferred Stock to elect directors, the Board of Directors (other than those directors elected by the holders of any series of Preferred Stock) shall be classified into two classes: Class I and Class III, with the Class III directors consisting of those directors whose terms expire at the annual meeting of stockholders to be held in 2026 and the Class I directors consisting of those directors whose terms expire at the annual meeting to be held

in 2027. The successors of the directors whose terms expire at the annual meeting of stockholders to be held in 2025 shall be elected to Class III with a term expiring at the annual meeting of stockholders to be held in 2026. Commencing with the election of directors at the annual meeting of stockholders to be held in 2026, there shall be a single class of directors, Class I, with all directors of such class having a term that expires at the annual meeting of stockholders to be held in 2027. The successors of the directors who, immediately prior to the annual meeting of stockholders to be held in 2026, were members of Class III (and whose terms expire at the annual meeting of stockholders to be held in 2026) shall be elected to Class I for a term that expires at the annual meeting of stockholders to be held in 2027, and the directors who, immediately prior to the annual meeting of stockholders to be held in 2026, were members of Class I and whose terms were scheduled to expire at the annual meeting of stockholders to be held in 2027 shall become Class I directors with a term expiring at the annual meeting of stockholders to be held in 2027. From and after the election of directors at the annual meeting of stockholders to be held in 2027, the Board of Directors shall cease to be classified, and the Directors elected at the annual meeting of stockholders to be held in 2027 (and each annual meeting of stockholders thereafter) shall be elected for terms expiring at the next succeeding annual meeting of stockholders. Each director shall hold office until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal.

(c) Removal. Subject to the special rights of the holders of any series of Preferred Stock to elect directors, for so long as the Board of Directors is classified, the directors of the Corporation may be removed only for cause by the affirmative vote of the holders of at least a majority of the voting power of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, at a meeting of the stockholders called for that purpose; thereafter, the directors of the Corporation may be removed from office with or without cause by the affirmative vote of the holders of a majority of the voting power of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, at a meeting of the stockholders called for that purpose.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Amendment to be executed by the officer below this 8th day of May, 2024.

ECOVYST INC.

By: /s/ Joseph S. Koscinski
Name: Joseph S. Koscinski
Title: Chief Administrative Officer, Vice President,
Secretary and General Counsel