

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

February 12, 2024

Date of Report (Date of Earliest Event Reported)



The Chemours Company

(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction  
Of Incorporation)

001-36794  
(Commission  
File Number)

46-4845564  
(I.R.S. Employer  
Identification No.)

1007 Market Street  
Wilmington, Delaware 19801  
(Address of principal executive offices)

Registrant's telephone number, including area code: (302) 773-1000

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(s)	Name of Exchange on Which Registered
Common Stock (\$0.01 par value)	CC	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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 12, 2024, Sandra P. Rogers notified the Board of Directors (the “Board”) of The Chemours Company (the “Company”) of her decision not to seek re-election to the Board at the Company’s 2024 Annual Meeting of Stockholders, when her current term expires. Ms. Rogers’ decision is not a result of any disagreement regarding the Company’s operations, policies, or practices.

On February 13, 2024, the Board appointed Pamela F. Fletcher as a member of the Board, effective March 1, 2024. In connection with Ms. Fletcher’s appointment, the Board will increase its size from nine to ten members, effective March 1, 2024, with nine of those members, including Ms. Fletcher, qualifying as independent under the listing standards of the New York Stock Exchange and the Company’s Corporate Governance Guidelines.

There are no arrangements or understandings between Ms. Fletcher and any other persons in connection with her appointment. Ms. Fletcher does not have any family relationships with any executive officer or director of the Company and she is not a party to any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. Ms. Fletcher has been appointed to serve on the Compensation and Leadership Development Committee and on the Nominating and Corporate Governance Committee of the Board.

Ms. Fletcher will receive compensation as a non-employee director in accordance with the non-employee director compensation practices described in the Company’s annual meeting proxy statement filed with the Securities and Exchange Commission (“SEC”) on March 10, 2023, provided that the annual director equity award increased to \$160,000 effective April 26, 2023, and the annual director cash retainer increased to \$105,000 effective January 1, 2024. The Company and Ms. Fletcher will enter into the Company’s standard form of indemnification agreement filed as Exhibit 10.28 to the Company’s Annual Report on Form 10-K for the year ended December 31, 2015, filed with the SEC on February 25, 2016.

On February 16, 2024, the Company issued a press release announcing these changes to the Company’s Board, which is attached as Exhibit 99.1 hereto.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 [Press Release of the Company, dated as of February 16, 2024.](#)

104 Cover Page Interactive Data File (formatted as Inline XBRL).

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**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.

THE CHEMOURS COMPANY

By: /s/ Jonathan Lock  
Jonathan Lock  
Senior Vice President, Chief Financial Officer  
Date: February 16, 2024

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## Chemours Announces Changes to its Board of Directors

*Pamela Fletcher appointed as director; Sandra Phillips Rogers will not stand for reelection*

**Wilmington, Del., February 16, 2024** – The Chemours Company (Chemours) (NYSE: CC), a global chemistry company with leading market positions in Titanium Technologies, Thermal & Specialized Solutions, and Advanced Performance Materials, today announces two upcoming changes to its Board of Directors. Director Sandra Phillips Rogers has announced her decision not to stand for reelection and will serve out the remainder of her current term. Pamela Fletcher will join the Chemours Board as a director, effective March 1, 2024.

“I want to thank Sandra for her valuable insights and dedicated service to the Board and the shareholders of Chemours. We will all miss her thoughtful contribution,” said Dawn Farrell, Board Chair. “I am pleased to welcome Pam Fletcher to the Board. She is a proven leader with a wealth of experience pairing innovation and sustainability, whose knowledge and experience will be valuable additions to an already diverse group of directors.”

Pamela Fletcher is the former Senior Vice President and Chief Sustainability Officer of Delta Airlines where she accelerated the company's decarbonization effort through a holistic approach that applied innovation to achieve sustainability gains in both the aviation fleet and ground support fleet. Prior to joining Delta, Fletcher had a stellar career of over 17 years with General Motors Company (GM) where she served as Chief Engineer of the Chevrolet Volt Propulsion System, Executive Chief Engineer for Autonomous and Electrified Vehicles and New Technology, Vice President of GM's Global Electric Vehicle Programs, and most recently served as Vice President, Global Innovation. Fletcher also previously held positions with McLaren Engines, Inc., Fisher Guide, Inc., and Ford Motor Company. She serves on the Board of Directors and Audit Committee for Lumentum Holdings LLC, and was previously a director of Coherent, Inc.

“On behalf of our Chemours team I want to thank Sandra for her tremendous contribution and extend a very warm welcome to our new Board member, Pam Fletcher,” said Mark Newman, Chemours President and CEO. “Pam's wealth of experience as an engineer and business leader, her legacy of innovation, and her deep roots in developing sustainable solutions are outstanding additions to an already strong and seasoned Board.”

### About The Chemours Company

The Chemours Company (NYSE: CC) is a global leader in Titanium Technologies, Thermal & Specialized Solutions, and Advanced Performance Materials providing its customers with solutions in a wide range of industries with market-defining products, application expertise and chemistry-based innovations. We deliver customized solutions with a wide range of industrial and specialty chemicals products for markets, including coatings, plastics, refrigeration and air conditioning, transportation, semiconductor and consumer electronics, general industrial, and oil and gas. Our flagship products are sold under prominent brands such as Ti-Pure™, Opteon™, Freon™, Teflon™, Viton™, Nafion™, and Krytox™. The company has approximately 6,600 employees and 29 manufacturing sites serving approximately 2,900 customers in approximately 120 countries. Chemours is headquartered in Wilmington, Delaware and is listed on the NYSE under the symbol CC.

For more information, we invite you to visit [chemours.com](https://chemours.com) or follow us on Twitter [@Chemours](https://twitter.com/Chemours) or [LinkedIn](https://www.linkedin.com/company/chemours).



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