

FULLER H B CO
Form 8-K
April 24, 2019

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: April 23, 2019

(Date of earliest event reported)

H.B. FULLER COMPANY

(Exact name of registrant as specified in its charter)

Commission File Number: 001-09225

Minnesota

41-0268370

(State or other jurisdiction of incorporation) (IRS Employer Identification No.)

1200 Willow Lake Boulevard

P.O. Box 64683

St. Paul, MN 55164-0683

(Address of principal executive offices, including zip code)

(651) 236-5900

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 4.01. Changes in Registrant's Certifying Accountant

The Audit Committee (the "Audit Committee") of the Board of Directors of H.B. Fuller Company (the "Company") conducted a competitive process to determine the Company's independent registered public accounting firm for the Company's fiscal year ending November 28, 2020. The Company invited several independent registered public accounting firms to participate in this process.

Following review of proposals from the independent registered public accounting firms that participated in the process, on April 23, 2019, the Audit Committee approved the engagement of Ernst & Young LLP ("EY") as the Company's independent registered public accounting firm for the Company's fiscal year ending November 28, 2020, subject to completion of EY's standard client acceptance procedures and execution of an engagement letter. KPMG LLP ("KPMG"), the Company's current independent registered public accounting firm, will continue as the Company's independent registered public accounting firm for the year ending November 30, 2019.

KPMG's reports on the Company's consolidated financial statements as of and for the fiscal years ended December 2, 2017 and December 1, 2018 did not contain any adverse opinion or disclaimer of opinion. KPMG's report on the Company's consolidated financial statements as of and for the fiscal year ended December 2, 2017 contained a paragraph indicating their audit of internal control over financial reporting of the Company excluded an evaluation of the internal control over financial reporting of Wisdom Adhesives, Royal Adhesives and Adecol, which were acquired by the Company in fiscal 2017. KPMG's report on the Company's consolidated financial statements as of and for the fiscal year ended December 1, 2018 contained a paragraph indicating the Company elected to change its method of accounting for inventory in 2018.

During the fiscal years ended December 2, 2017 and December 1, 2018, and the subsequent interim periods through April 23, 2019, there were: (i) no disagreements within the meaning of Item 304(a)(1)(iv) of Regulation S-K and the related instructions between the Company and KPMG on any matters of accounting principles or practices, financial statement disclosure, or auditing scope or procedure which, if not resolved to KPMG's satisfaction, would have caused KPMG to make reference thereto in their reports; and (ii) no "reportable events" within the meaning of Item 304(a)(1)(v) of Regulation S-K.

The Company has requested that KPMG furnish a letter addressed to the Securities and Exchange Commission stating whether or not it agrees with the above statements. A copy of KPMG's letter, dated April 24, 2019, is filed as Exhibit 16.1 to this Form 8-K.

During the fiscal years ended December 2, 2017 and December 1, 2018, and the subsequent interim periods through April 23, 2019, neither the Company nor anyone on its behalf has consulted with EY regarding: (i) the application of accounting principles to a specific transaction, either completed or proposed, or the type of audit opinion that might be

rendered on the Company's consolidated financial statements, and neither a written report nor oral advice was provided to the Company that EY concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing, or financial reporting issue; (ii) any matter that was the subject of a disagreement within the meaning of Item 304(a)(1)(iv) of Regulation S-K and the related instructions; or (iii) any reportable event within the meaning of Item 304(a)(1)(v) of Regulation S-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

16.1 Letter from KPMG LLP

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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.

H.B. FULLER COMPANY

By: /s/ John J. Corkrean
John J. Corkrean
Executive Vice President and Chief Financial
Officer

Date: April 24, 2019

EXHIBIT INDEX

Exhibit No. Description

16.1 Letter from KPMG LLP

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