

DONALDSON CO INC  
Form 8-K  
November 25, 2014

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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Current Report Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 24, 2014

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**DONALDSON COMPANY, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-7891**  
(Commission file number)

**41-0222640**  
(I.R.S. Employer  
Identification No.)

**1400 West 94th Street**  
**Minneapolis, MN 55431**  
(Address of principal executive offices)

**(952) 887-3131**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

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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 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On November 24, 2014, the Board of Directors of Donaldson Company, Inc. (the “Company”) elected Trudy Rautio to the Company’s Board of Directors, effective January 30, 2015. Ms. Rautio, 62, is President and Chief Executive Officer of Carlson (a global hospitality and travel company).

Ms. Rautio will also serve on the Corporate Governance Committee of the Board.

Compensatory arrangements for Ms. Rautio will be consistent with the Company’s previously disclosed standard arrangements for Non-Employee Directors. Such arrangements are described in the Company’s proxy statement for its 2014 Annual Meeting of Stockholders filed on September 29, 2014, which disclosure is incorporated herein by reference.

Donaldson also announced that F. Guillaume Bastiaens and Janet Dolan retired from its Board of Directors, effective at the conclusion of the Company’s November 21, 2014 Annual Meeting of Stockholders. Both had reached the maximum number of terms that a Director may stand for election.

A copy of the press release that discusses these matters is filed as Exhibit 99.1 to, and incorporated by reference in, this report.

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits

99.1 Press Release dated November 24, 2014 issued by Donaldson Company, Inc.



**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: November 25, 2014

**DONALDSON COMPANY, INC.**

By: /s/ Amy C. Becker

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Name: Amy C. Becker  
Title: Vice President, General Counsel and  
Secretary

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.1               | Press Release dated November 24, 2014 issued by Donaldson Company, Inc. |

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