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**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): August 6, 2021**

**Commission file number 001-16583.**

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**ACUITY BRANDS, INC.**

(Exact name of registrant as specified in its charter)

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

**58-2632672**  
(I.R.S. Employer  
Identification Number)

**1170 Peachtree Street, N.E., Suite 2300, Atlanta, Georgia 30309-7676**  
(Address of principal executive offices)

**(404) 853-1400**  
(Registrant's telephone number, including area code)

**None**  
(Former Name or Former Address, if Changed Since Last Report)

**Securities registered pursuant to Section 12(b) of the Act:**

<u>Title of each class</u>	<u>Trading symbol</u>	<u>Name of each exchange on which registered</u>
Common stock, \$0.01 par value per share	AYI	New York Stock Exchange

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 (§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.

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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 August 10, 2021, Acuity Brands, Inc. (the "Company") announced the retirement of Peter C. Browning from the Company's Board of Directors (the "Board") and the election of Mark J. Sachleben to the Board, both with effect from August 6, 2021. Mr. Sachleben, whose term will expire at the next annual meeting of stockholders, was also appointed to the Governance Committee and the Compensation and Management Development Committee.

Mr. Sachleben, age 56, has served as the Chief Financial Officer of New Relic, Inc. ("New Relic") since April 2008 and as Corporate Secretary of New Relic since February 2018. He served as Vice President of Finance of Wily Technology, Inc. from December 1999 to March 2006. He does not serve on any other public company boards.

There are no arrangements between Mr. Sachleben and any other person pursuant to which Mr. Sachleben was selected as a director, nor are there any transactions to which the Company is or was a participant and in which Mr. Sachleben has a material interest subject to disclosure under Item 404(a) of Regulation S-K. No family relationships exist between Mr. Sachleben and any of the Company's directors or executive officers.

Mr. Sachleben will participate on a pro rata basis in the standard non-employee director compensation arrangements described under "Compensation of Directors" in the Company's 2020 proxy statement filed with the Securities and Exchange Commission on November 27, 2020. In accordance with the standard compensation arrangements, the Board approved a one-time restricted stock award for Mr. Sachleben with a value of \$20,000 under the Company's Amended and Restated 2012 Omnibus Stock Incentive Compensation Plan. The stock award will vest ratably over three years. Additionally, the Company has entered into its standard form of Indemnification Agreement with Mr. Sachleben that provides for the Company to indemnify directors against all expenses (as defined in the agreement), judgments, fines and amounts paid in settlement actually and reasonably incurred by a director and arising out of the director's service. The Form of Indemnification Agreement, filed as Exhibit 10.1 to this Current Report on Form 8-K, was previously filed with the Commission in a Form 8-K on February 9, 2010.

On August 10, 2021, the Company issued a press release announcing the retirement of Mr. Browning and the election of Mr. Sachleben. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

Exhibit No.	Description
10.1	<a href="#">Form of Indemnification Agreement</a>
99.1	<a href="#">Press Release dated August 10, 2021</a>
104	Cover Page Interactive Data File (embedded within the inline XBRL document).

**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 thereunto duly authorized.

Date: August 10, 2021

**ACUITY BRANDS, INC.**

By: /s/ Karen J. Holcom

Karen J. Holcom  
Senior Vice President and  
Chief Financial Officer

## Acuity Brands Announces Retirement of Peter C. Browning and Election of Mark J. Sachleben to the Board of Directors

ATLANTA, August 10, 2021 – The Board of Directors (the “Board”) of Acuity Brands, Inc. (NYSE: AYI) (the “Company”) announced today the retirement of Peter C. Browning from the Board and the election of Mark J. Sachleben as a member of the Board, both effective as of August 6, 2021. Mr. Sachleben will serve for a term that will expire at the Company’s next annual meeting of stockholders.

Mr. Sachleben currently serves as Chief Financial Officer of New Relic, Inc. (NYSE: NEWR), the Observability company that empowers engineers with a data driven approach to planning, building, deploying and running great software. There he drives financial strategy and reporting, and has also overseen legal, security, and information technology. Mr. Sachleben previously served as Vice President of Finance at Wily Technology, Inc., an application performance company.

Neil M. Ashe, Chairman, President and Chief Executive Officer, commented, “We are very pleased that Mark has agreed to join the Board and look forward to accessing his financial and strategic planning expertise and his experience developing and growing technology businesses as we continue our business transformation.”

Mr. Browning joined the Company’s founding board in 2001. During his tenure, he has served on each of the committees of the Board, most recently serving on the Governance Committee and Compensation and Management Development Committee. He served as Lead Director from January 2013 to March 2020.

Mr. Ashe further commented, “Peter has played an instrumental role on our Board and helped guide our strategy throughout his tenure. On behalf of the Board, we want to thank Peter for his distinguished service, expertise, and counsel, and wish he and his family all the best following his retirement.”

### **About Acuity Brands**

Acuity Brands, Inc. (NYSE: AYI) is a market-leading industrial technology company. Through its two business segments, Acuity Brands Lighting and Lighting Controls (ABL) and the Intelligent Spaces Group (ISG) the Company designs, manufactures, and brings to market products and services that make the world more brilliant, productive, and connected. Acuity Brands achieves growth through the development of innovative new products and services, including building management systems, lighting, lighting controls, and location-aware applications.

Acuity Brands achieves customer-focused efficiencies that allow the Company to increase market share and deliver superior returns. The Company looks to aggressively deploy capital to grow the business and to enter attractive new verticals.

Acuity Brands is based in Atlanta, Georgia, with operations across North America, Europe, and Asia. The Company is powered by approximately 12,000 dedicated and talented associates. Visit us at [www.acuitybrands.com](http://www.acuitybrands.com).

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