

**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): July 25, 2023 (July 25, 2023)

Carriage Services, Inc.

(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction
of incorporation)*

1-11961
*(Commission
File Number)*

76-0423828
*(IRS Employer
Identification No.)*

3040 Post Oak Boulevard, Suite 300
Houston, Texas 77056
(Address, including zip code, of principal executive offices)

Registrant's telephone number, including area code:
(713) 332-8400

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 communication 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 \$.01 per share	CSV	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.

(b) Resignation of Barry K. Fingerhut from the Board of Directors

On July 24, 2023, Barry K. Fingerhut, a member of the Carriage Services, Inc. (“Carriage” or the “Company”) Board of Directors (the “Board”), provided notice of his resignation from the Board of the Company, effective on July 25, 2023. Mr. Fingerhut’s resignation was not a result of any disagreement with the Company on any matter related to its operations, policies or practices. The Company is grateful for Mr. Fingerhut’s service on the Board since 2012, including his service as Chair of the Compensation Committee and as a member of the Audit Committee and the Corporate Governance Committee.

(d) Election of Julie Sanders to the Board of Directors

On July 25, 2023, pursuant to the authority granted to the Board by the Company’s Amended and Restated Bylaws, and upon the recommendation of the Corporate Governance Committee, the Board elected Julie Sanders to serve as a Class II Director until the Company’s 2025 annual meeting of shareholders. The Board has determined that Ms. Sanders qualifies as an “independent” director of the Company under the applicable New York Stock Exchange listing standards. Ms. Sanders was appointed to serve on each of the Audit, Compensation and Corporate Governance Committees. As a result of Mr. Fingerhut’s resignation from the Board and Ms. Sander’s subsequent election to the Board, the Board size remains at seven directors. There are no family relationships between Ms. Sanders and any directors or officers of the Company, and there have been no transactions, nor are there any proposed transactions, between the Company and Ms. Sanders that would require disclosure pursuant to Item 404(a) of Regulation S-K.

Ms. Sanders has over 30 years of financial and audit leadership experience, along with extensive experience in transformative initiatives as it relate to financial systems, including the development and implementation of large-scale enhancements and capabilities. Ms. Sanders currently serves as Senior Vice President and Chief Audit Executive at Dell Technologies (“Dell”), a publicly traded, technology and services company. Ms. Sanders joined Dell in 2002, and has held a variety of finance, accounting and management roles. Prior to her Chief Audit Executive appointment in 2021, Ms. Sanders was previously Senior Vice President, Global Auditing & Consulting, from 2018 to 2021, and Senior Vice President, Global Revenue, from 2014 to 2018, for Dell. In these leadership roles, Ms. Sanders was responsible for global revenue recognition, revenue operations and global accounting, along with overseeing financial planning and analysis for Dell’s commercial business. Before joining Dell, Ms. Sanders served as Chief Financial Officer for Jardine Foods and Merinta, and also held accounting and finance management positions at Bear Stearns and J. Crew. Ms. Sanders holds a B.B.A. in Accounting from Baylor University and is a Certified Public Accountant.

Concurrently with the election, the Board granted Ms. Sanders 743 shares of the Company’s common stock under the Company’s Director Compensation Policy applicable to non-employee directors as described in Exhibit 10.2 of the Company’s Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 1, 2023, which was valued at approximately \$25,000 based on the closing price on July 25, 2023.

ITEM 7.01 REGULATION FD DISCLOSURE.

On July 25, 2023, the Company issued a press release announcing the election of Ms. Sanders as a member of the Board. The press release is attached hereto as Exhibit 99.1 of this Current Report on Form 8-K and is incorporated by reference therein.

The information in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

The information contained in Item 7.01 of this Current Report on Form 8-K and the exhibit furnished hereto contain forward-looking statements regarding the Company and cautionary statements identifying important factors that could cause actual results to differ materially from those anticipated.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

The following are furnished as part of this Current Report on Form 8-K:

(d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release of Carriage Services, Inc., dated July 25, 2023.
101	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document
104	The cover page from this Current Report on Form 8-K, formatted as Inline XBRL

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, Carriage Services, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CARRIAGE SERVICES, INC.

Dated: July 25, 2023

By: /s/ Steven D. Metzger
Steven D. Metzger
President and Secretary

INDEX TO EXHIBITS

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Carriage Services Announces Election of Julie Sanders to Board of Directors

HOUSTON – July 25, 2023 - (GLOBE NEWSWIRE) Carriage Services, Inc. (NYSE: CSV) (“Carriage” or the “Company”) announced today that its Board of Directors (the “Board”) has elected Julie Sanders as an independent member of the Board, effective immediately. Ms. Sanders, 55, will serve as a member of the Corporate Governance, Audit and Compensation Committees. She currently serves as Senior Vice President and Chief Audit Executive at Dell Technologies, one of the world’s leading technology companies. Ms. Sanders’ career at Dell spans 21 years where she has held various finance, accounting, and audit leadership positions before becoming the Chief Audit Executive in 2021. In this role she is responsible for leading the global audit organization and the company’s enterprise risk management program. Julie began her career at KPMG and previously served in two Chief Financial Officer roles.

“We are excited to welcome Julie to the Carriage Board,” said Carriage’s Executive Chairman, Mel Payne. “Julie’s more than twenty years with Dell, where she has held a variety of leadership roles, will provide us with great insight and expertise as we continue to identify opportunities for growth and execute on our Ten-Year Vision, which we discussed in this year’s shareholder letter.”

“I look forward to joining the Carriage Board to support the Company’s growth and help create value for shareholders. My experience is well aligned with the Company’s vision and transformation journey, and I look forward to learning more about Carriage’s high performance culture and customer service,” said Ms. Sanders.

“Julie’s diverse experience, which includes leadership roles related to technical accounting, financial planning and analysis, M&A, scaling companies and long-term strategic planning, will serve Carriage and our shareholders well. Specifically, her experience with Environmental, Social and Governance efforts at Dell will be valuable in helping drive our focus on those areas moving forward. Julie’s addition to the Board further supports our commitment to enhancing the Company’s focus on governance this year,” said Carriage CEO and Vice Chairman of the Board, Carlos Quezada.

Ms. Sanders earned her B.B.A. in Accounting from Baylor University and is a certified public accountant.

Carriage Services is a leading provider of funeral and cemetery services and merchandise in the United States. Carriage operates 171 funeral homes in 26 states and 32 cemeteries in 11 states.

INVESTOR RELATIONS CONTACT

For any investor relations questions, please email InvestorRelations@carriageservices.com.

CAUTIONARY STATEMENT ON FORWARD-LOOKING STATEMENTS

This news release contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. These certain forward-looking statements made herein or elsewhere by, or on behalf of, the Company include, but are not limited to, statements regarding any projections of future performance; any statements of the plans, strategies and objectives related to governance improvement plans and related expectations, including, but not limited to, recruitment of new board of director members; any statements of belief; and any statements of assumptions underlying any of the foregoing and are based on our current expectations and beliefs concerning future developments and their potential effect on us, which we believe are reasonable. However, many important factors, as identified and discussed under “Cautionary

Note” and “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2022 and other public filings and press releases, could cause the Company’s results or expectations in the future to differ materially from the forward-looking statements made herein and in any other documents or oral presentations made by, or on behalf of, the Company. Investors are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date of the applicable communication, and we undertake no obligation to publicly update or revise any forward-looking statements except to the extent required by applicable law. A copy of the Company’s Annual Report on Form 10-K, the Company’s Quarterly Reports on Form 10-Q, and other information about the Company and news releases, are available at <http://www.carriageservices.com>.