

**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): February 18, 2021 (February 17, 2021)**

**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))

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. ☐

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

**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS**

(b) On February 17, 2021, Carriage Services, Inc. (the “Company”) entered into an amendment to the employment agreement of Melvin C. Payne, the Company’s Chief Executive Officer and Chairman of the Board (the “Amendment”), to extend the term of his employment to February 17, 2028. The Amendment also increases the minimum amount for Mr. Payne’s base salary to \$900,000.00 and includes consideration paid by the Company to Mr. Payne in the form of Company stock options that only vest if the price of the company stock reaches predetermined price targets. The foregoing description is qualified in its entirety by reference to the Amendment, which is attached hereto as Exhibit 10.1.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

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

10.1 First Amendment to Employment Agreement, dated February 17, 2021, by and between Carriage Services, Inc. and Melvin C. Payne

99.1 Press Release date February 17, 2021

**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: February 18, 2021

By: /s/ Steven D. Metzger  
Steven D. Metzger  
Senior Vice President, General Counsel & Secretary

**INDEX TO EXHIBITS**

<u>Exhibit</u>	<u>Description</u>
10.1	<a href="#"><u>First Amendment to Employment Agreement, dated February 17, 2021, by and between Carriage Services, Inc. and Melvin C. Payne</u></a>
99.1	<a href="#"><u>Press Release date February 17, 2021</u></a>
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

## FIRST AMENDMENT TO EMPLOYMENT AGREEMENT

This FIRST AMENDMENT TO EMPLOYMENT AGREEMENT (this “First Amendment”) is executed and agreed to by and between Carriage Services, Inc., a Delaware corporation (the “Company”), and Melvin C. Payne (“Executive”), effective as of February 17, 2021 (the “Amendment Effective Date”).

WHEREAS, Executive and the Company entered into an Employment Agreement dated November 5, 2019 (the “Employment Agreement”);

WHEREAS, Executive and the Company desire Executive’s continued employment with the Company under certain amended terms and conditions as set forth herein; and

WHEREAS, the parties now desire to amend the Employment Agreement accordingly.

NOW, THEREFORE, in consideration of the premises above, as well as consideration to be granted by the Company to the Executive in the following form:

- a. 100,000 Carriage Services, Inc. stock options that would immediately vest upon the stock reaching a price of \$77.34 per share for three consecutive trading days; and
- b. 50,000 Carriage Services, Inc. stock options that would immediately vest upon the stock reaching a price of \$53.39 per share for three consecutive trading days.

the parties hereto agree as follows:

1. Section 2(a) of the Employment Agreement is hereby amended by replacing the figure \$777,000.00 with the figure \$900,000.00 where such figure appears in Section 2(a).

2. Section 4(a) of the Employment Agreement is hereby amended by deleting this section in its entirety and replacing it with the following language, “(a) **Term.** Executive’s term of Employment with the Company under this Agreement shall be for the period from the Effective Date through February 17, 2028 (the ‘Initial Term’). The period from the Effective Date through the Executive’s Termination Date (for whatever reason) shall be referred to herein as the ‘Employment Period.’”

3. Except as otherwise provided herein, all other provisions of the Employment Agreement shall remain in effect.

4. This Amendment and the Employment Agreement (other than as amended above) constitute the entire agreement between the parties on the subject of Executive’s employment with the Company.

5. This Amendment shall be governed by and construed in accordance with the laws of the State of Texas, without regard to conflicts of laws principles thereof.

6. This Amendment may be signed in counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

**IN WITNESS WHEREOF**, the parties hereto have executed and delivered this First Amendment as of the date set forth above.

**COMPANY:**

Carriage Services, Inc.

/s/ Steven D. Metzger

By: Steven D. Metzger

Senior Vice President, General Counsel & Secretary

**EXECUTIVE:**

Melvin C. Payne

/s/ Melvin C. Payne



## **Carriage Services Announces Employment Agreement Extension With Chairman And CEO Mel Payne**

HOUSTON - February 17, 2021 - Carriage Services, Inc. (NYSE: CSV) today announced that its Board of Directors has agreed with the Company's Chairman and CEO, Mel Payne, to extend the term of his employment agreement another seven years through February 17, 2028.

"Through our differentiated and disruptive Standards Operating Model, Mel has set the Being the Best mission for Carriage and has created a leadership centric organization that is focused on continuing our journey from Good To Great. Mel has been instrumental in transforming Carriage into a High Performance culture company that just happens to be in the funeral and cemetery industry," said Bryan Leibman, the Company's Lead Independent Director. "Mel has proven himself to be a strategic visionary and innovative leader and the Board of Directors is confident he continues to be the right individual to lead Carriage to new levels of success into the future."

"We structured the stock option consideration for Mel's new seven year extension to align perfectly with our current Good To Great II Shareholder Value Creation Plan, the five year Good To Great Incentive Programs for our Funeral Home and Cemetery Managing Partners, and the Board's excitement that the best years for shareholder value creation here at Carriage are yet to come. One-third of the option grant will vest only when the Carriage share price reaches \$53.39 while the remaining two-thirds will vest when the stock price reaches \$77.34. We are grateful for Mel's leadership and stewardship of Carriage since its beginning and look forward to working closely with Mel and the rest of the Leadership Team for many years to come," said Barry Fingerhut, Chairman of the Compensation Committee.

Further details on Mr. Payne's contract extension may be found in the company's current report on Form 8-K to be filed on February 18, 2021.

Carriage Services is a leading provider of funeral and cemetery services and merchandise in the United States. Carriage operates 176 funeral homes in 26 states and 32 cemeteries in 12 states.

For more information, please contact Ben Brink at 713-332-8441 or email [InvestorRelations@carriageservices.com](mailto:InvestorRelations@carriageservices.com).