
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): **December 29, 2023**

Janus International Group, Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-40456
(Commission
File Number)

86-1476200
(IRS Employer Identification Number)

135 Janus International Blvd., Temple, GA 30179
(Address of Principal Executive Offices, Zip Code)
Registrant's telephone number, including area code: **(866) 562-2580**

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))

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, par value \$0.0001 per share	JBI	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.

On December 29, 2023, the Board of Directors (the “Board”) of Janus International Group, Inc. (the “Company”) appointed Roger Fradin as Chairman of the Board and Chair of the Compensation Committee of the Board (the “Compensation Committee”), and David Doll as Chair of the Nominating and Corporate Governance Committee of the Board (the “NCG Committee”), effective immediately, each to serve until his successor is duly elected and qualified, or until his earlier resignation or removal. As previously disclosed, both Mr. Fradin and Mr. Doll have served on the Board since 2021. As previously announced, Colin Leonard and José Feliciano tendered their resignations upon the appointment of their respective replacements.

On December 29, 2023, upon the recommendation of the NCG Committee, the Board appointed each of Tony Byerly, Joseph F. Hanna, and Eileen M. Youds as directors on the Board, with Mr. Byerly and Ms. Youds as members of the NCG Committee, and Mr. Hanna as a member of the Compensation Committee, effective as of such date. Ms. Youds will serve as a Class II director until the Company’s 2026 annual meeting of shareholders and until her successor shall have been duly elected and qualified, or until her earlier resignation or removal. Mr. Hanna will serve as a Class III director until the Company’s 2024 annual meeting of shareholders and until his successor shall have been duly elected and qualified, or until his earlier resignation or removal. Mr. Byerly will serve as a Class III director until the Company’s 2024 annual meeting of shareholders and until his successor shall have been duly elected and qualified, or until his earlier resignation or removal.

Each of Messrs. Byerly and Hanna and Ms. Youds are deemed to be independent in accordance with the rules of the Securities and Exchange Commission (the “SEC”) and the New York Stock Exchange. There are no other arrangements or understandings between any of Messrs. Byerly and Hanna or Ms. Youds and any other person pursuant to which any of Messrs. Byerly and Hanna or Ms. Youds were selected as a director of the Company. There are no related person transactions (within the meaning of Item 404(a) of Regulation S-K promulgated by the SEC) between any of Messrs. Byerly and Hanna or Ms. Youds and the Company.

In connection with each of Messrs. Byerly and Hanna and Ms. Youds’s service as members of the Board, they will receive substantially similar compensation paid by the Company to its non-employee directors as disclosed in the Company’s 2023 Proxy Statement, filed with the SEC on May 5, 2023. Each of Messrs. Byerly and Hanna and Ms. Youds will be reimbursed for reasonable out-of-pocket expenses incurred in connection with attending each Board meeting and each committee meeting in accordance with the Company’s expense reimbursement policy.

Mr. Byerly, age 57, currently serves as Global President of Securitas Technology and Chief Executive Officer of Securitas Technology Corporation, where he has worked since 2016. Mr. Byerly has over 30 years of senior leadership and security experience and has held positions of increasing responsibility in global security companies. Before serving in his current role at Securitas Technology, Byerly was the Executive Vice President of Global Security for Diebold Incorporated where he led global strategy efforts and the successful divestiture of the North America business to Securitas in 2016. Prior to that, Mr. Byerly served as President and Chief Operating Officer at Stanley Security as part of Stanley Black & Decker. Mr. Byerly received a Bachelor of Arts Degree in Social Science and Business from Eureka College.

Mr. Hanna, age 61, currently serves as Chief Executive Officer of McGrath RentCorp (Nasdaq: MGRC), a leading business-to-business rental company. Mr. Hanna has served as Chief Executive Officer since 2017. Before serving in his current role at McGrath, Mr. Hanna served as Chief Operating Officer and served in positions of increasing responsibility since 2003. Before joining McGrath, Mr. Hanna served as an artillery officer in the United States Army following his graduation from West Point. Mr. Hanna received a Bachelor of Science Degree in Electrical Engineering from the U.S. Military Academy.

Ms. Youds, age 65, most recently served as Chief Technology/Information Officer at Global Infrastructure Partners, an independent infrastructure private equity company that invests in high quality assets in the energy, transport and water/waste sectors, where she worked since 2012. Ms. Youds also serves on the boards on a range of corporate, educational and civic organizations, including CyrusOne, the University of Northern Iowa, and the University of St. Thomas. She has over 30 years of senior leadership and technology experience and has held positions of increasing responsibility in multi-billion dollar companies, including Pearson Vue and Honeywell. Ms. Youds completed a Management Executive Program from the Carlson School of Business at the University of Minnesota and holds a

Masters of Arts Degree in Math/Computer Science and a Bachelor of Arts Degree in Chemistry/Mathematics from the University of Northern Iowa

Item 7.01. Regulation FD Disclosure.

On January 2, 2024, the Company issued a press release announcing the appointment of Mr. Byerly, Mr. Hanna, and Ms. Youds and the appointments of Mr. Fradin and Mr. Doll as Chairman of the Board and Chair of the Compensation Committee, and Chair of the NCG Committee, respectively, a copy of which is furnished as Exhibit 99.1 hereto.

The information contained in Exhibit 99.1 hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statement and Exhibits.

Exhibit Number	Description
99.1	Press Release, dated January 2, 2024
104	Cover Page Interactive Data File (formatted as inline XBRL).

SIGNATURE

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

Dated: January 2, 2024

JANUS INTERNATIONAL GROUP, INC.

By: /s/ Anselm Wong

Name: Anselm Wong

Title: Chief Financial Officer



JANUS INTERNATIONAL GROUP ANNOUNCES UPDATES TO BOARD OF DIRECTORS

TEMPLE, GA, January 2, 2024 – Janus International Group, Inc. (NYSE: JBI) (“Janus”), a leading provider of cutting-edge access control technologies and building product solutions for the self-storage, commercial, and industrial sectors, today announced the following have been elected to the Board of Directors, Tony Byerly a Class III Director and member of the Nominating and Corporate Governance Committee, Joseph F. Hanna, a Class III Director and member of the Compensation Committee, and Eileen Youds, a Class II Director and member of the Nominating and Corporate Governance Committee. Additionally, Roger Fradin was elected Chairman of the Board and Chair of the Compensation Committee and David Doll was appointed as Chair of the Nominating and Corporate Governance Committee.

The appointments come following the departures of José E Feliciano and Colin Leonard with Clearlake Capital Group, L.P. (“Clearlake”) who have been directors since 2021.

“Clearlake’s original investment thesis six years ago was to partner with Janus’s management team and grow the platform by expanding both its product portfolio and end markets served,” said José E. Feliciano, Managing Partner and Co-Founder of Clearlake. Colin Leonard, Partner and Managing Director of Clearlake added that “We are proud that, alongside Ramey and his team, we were able to scale the platform and generate value.”

Mr. Fradin, Janus’s Chairman, stated, “We thank Clearlake and specifically José and Colin for their partnership over the last six years and congratulate them on their exit. We believe Janus will be well served with the new director leadership going forward. Tony, Joseph, and Eileen bring a wealth of experience in security, finance, cybersecurity, and technology to the Board, and we look forward to their insights and expertise. Tony, in particular, has extensive experience in electronic security, which will help us to continue to accelerate the growth of our Nokē Smart Entry system. Their appointments reflect the company’s commitment to new perspectives and skills that combine with our existing directors deep experience and knowledge as we continue to grow the business and advance our goal of being the leading provider of self-storage, commercial, and industrial solutions.”

“We are pleased to welcome Tony, Joseph, and Eileen who will further strengthen and diversify our Board,” said Ramey Jackson, Janus’s Chief Executive Officer. “We look forward to leveraging their broad range of knowledge and experience to expand our platform and advance our corporate strategy to combine best-in-class self-storage offerings with new and innovative technologies, including our Nokē Smart Entry system, and be the leading provider of self-storage, commercial, and industrial solutions. On behalf of the entire Board, I would like to thank Clearlake for their steadfast partnership and invaluable insights. We are fortunate to have benefited from their guidance over the last six years and are grateful for all they have done for Janus.”

Mr. Byerly has been the Global President Securitas Technology, Securitas AB and CEO Securitas Technology Corporation since November 2021 (having started with Securitas in 2016). Mr. Byerly has over 30 years of senior leadership and security experience working for both private and public companies including Stanley Black and Decker, ADT/Tyco International, Honeywell Security Monitoring and Ameritech/SBC Global Communications/SecurityLink. Mr. Byerly holds a B.A. degree in Social Science and Business from Eureka College.



Mr. Hanna has been CEO of McGrath RentCorp (Nasdaq:MGRC), a leading business-to-business rental company, since February 2017. Prior to being named CEO, Mr. Hanna held roles as the Chief Operating Officer, Senior Vice President of Operations, and Vice President of Operations. Prior to joining McGrath RentCorp, Mr. Hanna held various sales and operational leadership positions at SMC Corporation of America. Mr. Hanna holds a B.S. in Electrical Engineering from the United States Military Academy at West Point, New York.

Ms. Youds most recently served as Chief Technology Officer of Portfolio Companies, Operating Principal, Global Infrastructure Partners (GIP) where she worked since December 2012. Prior to GIP, Ms. Youds was in manufacturing, human resources, and defense contracting, serving in leadership roles as President, GM, and COO. Ms. Youds has extensive expertise in process and productivity improvement, technology, manufacturing, engineering and education. Ms. Youds holds a MEP (Management Executive Program) from the Carlson School of Management, University of Minnesota; M.A. in Mathematics/Computer Science and B.A. in Chemistry/Mathematics from the University of Northern Iowa.

About Janus International Group

Janus International Group, Inc. (www.JanusIntl.com) is a leading global manufacturer and supplier of turn-key self-storage, commercial and industrial building solutions, including: roll-up and swing doors, hallway systems, re-locatable storage units and facility and door automation technologies. The Janus team operates out of several U.S. locations and seven locations internationally.

About Clearlake

Founded in 2006, Clearlake is an investment firm operating integrated businesses across private equity, credit, and other related strategies. With a sector-focused approach, the firm seeks to partner with experienced management teams by providing patient, long term capital to dynamic businesses that can benefit from Clearlake's operational improvement approach, O.P.S.® The firm's core target sectors are technology, industrials, and consumer. Clearlake currently has over \$70 billion of assets under management, and its senior investment principals have led or co-led over 400 investments. The firm is headquartered in Santa Monica, CA with affiliates in Dallas, TX, London, UK, Dublin, Ireland, and Singapore.

Forward Looking Statements

Certain statements in this communication may be considered "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. All statements other than statements of historical fact included in this communication are forward-looking statements, including, but not limited to statements regarding Janus's positioning in the industry, Janus's ability to strengthen its pipeline and deliver on its objectives, the anticipated impact of Janus's board appointments, and Janus's belief regarding the demand outlook for Janus's products and the strength of the industrials markets. When used in this communication, words such as "may," "should," "could," "would," "expect," "plan," "anticipate," "believe," "estimate," "intend," "continue," or the negative of such terms or other similar expressions, as they relate to the management team, identify forward-looking statements. Such forward-looking statements are based on the current beliefs of Janus's management, based on currently available information, as to the outcome and timing of future events, and involve factors, risks, and uncertainties that may cause actual results in future periods to differ materially from such statements.



In addition to factors previously disclosed in Janus’s reports filed with the SEC and those identified elsewhere in this communication, the following factors, among others, could cause actual results to differ materially from forward-looking statements or historical performance: (i) risks of the self-storage industry; (ii) the highly competitive nature of the self-storage industry and Janus’s ability to compete therein; and (iii) the risk that the demand outlook for Janus’s products may not be as strong as anticipated.

There can be no assurance that the events, results, or trends identified in these forward-looking statements will occur or be achieved. Forward-looking statements speak only as of the date they are made, and Janus is not under any obligation and expressly disclaims any obligation, to update, alter or otherwise revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law. This communication is not intended to be all-inclusive or to contain all the information that a person may desire in considering an investment in Janus and is not intended to form the basis of an investment decision in Janus. All subsequent written and oral forward-looking statements concerning Janus or other matters and attributable to Janus or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements above and under the heading “Risk Factors” in Janus’s most recently filed Annual Report on Form 10-K and Quarterly Report on Form 10-Q, as updated from time to time in amendments and its subsequent filings with the SEC.

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