

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: March 29, 2019
(Date of earliest event reported)

ALBANY INTERNATIONAL CORP.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

1-10026

(Commission
File Number)

14-0462060

(I.R.S Employer
Identification No.)

216 Airport Drive, Rochester, New Hampshire 03867
(518) 445-2200

(Address and telephone number of the registrant's principal executive offices)

(Former name or former address, if changed since last report.)

Registrant's telephone number, including area code (603) 330-5850

None

(Former name or former address, if changed since last report.)

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)) of 1934 (240.12b-2 of this chapter).

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 March 29, 2019, Albany International Corp. (the “Company”) announced that Stephen Nolan, former Chief Financial Officer for Esterline Technologies Corporation, has been named the Company’s Chief Financial Officer and Treasurer, effective April 1. Mr. Nolan succeeds John Cozzolino, who has served in a number of positions at the Company since 1994, and has been the Company’s CFO and Treasurer since 2011. Mr. Cozzolino has agreed to provide advisory assistance for a period of time as Mr. Nolan transitions into his new duties.

A copy of the Company’s press release, dated March 29, 2019, which sets forth other information required to be disclosed by this Item and is incorporated by reference herein, is attached as Exhibit 99.1.

A summary of Mr. Nolan’s employment agreement and material compensation terms, which is incorporated by reference herein, is attached as Exhibit 99.2.

A summary of the terms of the Company’s agreement with Mr. Cozzolino for advisory assistance, which is incorporated by reference herein, is attached as Exhibit 99.3.

Item 9.01 Exhibits

[Exhibit 99.1 CFO announcement dated March 29, 2019.](#)

[Exhibit 99.2 Summary of Nolan compensation terms.](#)

[Exhibit 99.3 Summary of Cozzolino advisory assistance compensation terms.](#)

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.

ALBANY INTERNATIONAL CORP.

By: /s/ Olivier Jarrault _____

Name: Olivier Jarrault

Title: President and Chief Executive Officer
(Principal Executive Officer)

Date: April 2, 2019

NEWS RELEASE



ALBANY INTERNATIONAL ANNOUNCES NEW CFO

Rochester, New Hampshire, March 29, 2019 – Albany International Corp. (NYSE:AIN) announced today that its Board of Directors has appointed Stephen M. Nolan as Chief Financial Officer and Treasurer to succeed John Cozzolino, effective April 1, 2019.

Mr. Nolan has over 16 years of experience in operational and strategic finance, most recently serving as CFO for Esterline, where he co-led the recently completed sale of Esterline to TransDigm Group Incorporated.

Mr. Nolan had served as CFO of Esterline since February 2018. Prior to this role, he was the Chief Financial Officer for Vista Outdoor, Inc., a publicly traded manufacturer of outdoor sports and recreation products, and worked on the formation and spin-off of Vista Outdoor from its aerospace and defense parent company Alliant Techsystems (ATK) in 2015, as well as the related merger between ATK and Orbital Sciences to create Orbital ATK. Prior to that time, Mr. Nolan worked in a number of strategic and operational management roles within ATK, including Senior Vice President for Strategy and Business Development and several business unit leadership positions. Earlier in his career, Mr. Nolan served for five years in corporate development and strategy roles at Raytheon Company and five years as a strategy consultant at McKinsey & Company.

Mr. Nolan (age 49) began his career in engineering, designing freeway traffic management systems. He has a bachelor's degree in engineering from Trinity College, the University of Dublin, a master's degree in civil engineering from the University of Massachusetts Amherst, and an MBA from the Massachusetts Institute of Technology.

Olivier Jarrault, Albany's President and CEO, said, "I am very pleased to welcome Stephen Nolan as our new CFO and Treasurer. Stephen brings extensive experience within the aerospace and defense sector, and an impressive track record of strategic execution - most recently with the successful sale of Esterline to TransDigm - as well as a history of success serving in senior financial and business management roles in a number of global manufacturing environments. I am confident that his expertise in financial and strategic planning, combined with his results-oriented business leadership skills, will be of significant value to me and the senior management team as we all strive to achieve Albany's objectives."

“As a valued member of the Company’s senior management team for many years, and CFO and Treasurer since 2011, John Cozzolino has played a critical leadership role in managing the Company’s capital structure and access to capital, overseeing investor and analyst communications, and negotiating and facilitating the transformative strategic transactions that helped bring Albany to where it is today. On behalf of the Company and the Board, I thank him for his significant contributions and wish him all future success in his post- Albany career.”

Mr. Nolan said, "I am privileged to have the opportunity to join Albany as CFO and Treasurer. I look forward to reaching out to our investors, analysts and banking partners, my new co-workers, the entire Albany organization, and the Board over the coming days to introduce myself and establish a relationship with each of you. I am pleased to be able to join with Olivier and the other members of his management team to continue, and to further expand, the efforts already underway to deliver greater value to our customers and increased returns to our shareholders."

About Albany International Corp.

Albany International is a global advanced textiles and materials processing company, with two core businesses. Machine Clothing is the world's leading producer of custom-designed fabrics and belts essential to production in the paper, nonwovens, and other process industries. Albany Engineered Composites is a rapidly growing supplier of highly engineered composite parts for the aerospace industry. Albany International is headquartered in Rochester, New Hampshire, operates 22 plants in 10 countries, employs 4,400 people worldwide, and is listed on the New York Stock Exchange (Symbol AIN). Additional information about the Company and its products and services can be found at www.albint.com.

Contacts:

Heather Kralik
801-505-7001
Heather.Kralik@albint.com

Stephen Nolan (*effective April 1*)
603-330-5899
Stephen.Nolan@albint.com

Summary of Nolan Compensation Terms

Position	Chief Financial Officer and Treasurer, effective April 1, 2019 (the "Effective Date").
Term	Employment at will. Employment may be terminated by Mr. Nolan or Albany International Corp. ("the Company") at any time.
Base Salary	Initial base salary at the rate of \$545,000 per year. Salary shall be subject to adjustment from time-to-time in the same manner as for other executive officers. Salaries of executive officers are customarily reviewed by the Company's Board Compensation Committee in February and adjusted in April of each year.
Short-Term Incentive	Mr. Nolan will be eligible for an Annual Performance Period ("APP") award for service performed in 2019 under the Company's 2017 Incentive Plan, to be determined and paid in cash during early 2020. Under this award, he will be entitled to receive between 0% and 200% of a target award, equal to \$381,500, pro-rated for his actual period of employment during 2019, and based on Company performance with respect to four (4) metrics relating to Adjusted EBITDA, days working capital improvement, safety and compliance. (The precise definitions and means of calculation of these metrics will be spelled out in Mr. Nolan's 2019 award agreement.) Mr. Nolan will be eligible in 2020 and thereafter to participate in the 2020 APP award or any other annual executive bonus program, as the same may be adopted, amended, modified or terminated by the Company, in accordance with its terms.
Long-Term Incentive	Mr. Nolan will also be eligible, beginning in 2020, to receive a Multi-year Performance Period ("MPP") award under the Company's 2017 Incentive Plan, to be determined and paid in shares of Company stock during early 2021. Under these awards, he would be entitled to receive between 0% and 200% of any target award, based on performance goal attainment during the three-year performance period, and paid in shares of Company stock early in the year after the end of the three-year performance period. While the determination of the target award is within the sole discretion of the Compensation Committee, the current recommended target opportunity for the 2020 award would be a number of shares of Company stock equal to 105% of Mr. Nolan's base salary at the time of grant. For this award, the performance goal will be a specified level of Company Adjusted EBITDA (as defined in the award agreement). Thereafter, Mr. Nolan will be eligible to participate in any long-term executive incentive bonus program, as the same may be adopted, amended, modified or terminated by the Company, in accordance with its terms.
Restricted Stock Units	Mr. Nolan will receive, as of the Effective Date, a one-time grant of stock units under the Company's Amended and Restated Restricted Stock Unit ("RSU") Plan with a grant date value of \$300,000. Pursuant to the Plan, each unit vests (and is immediately paid in cash) as to one-third of the units awarded on each of the first three (3) anniversaries of the date of grant, if he remains employed by the Company. In the event of termination of employment after age 62 or upon death, disability or involuntary termination, one-half of all unvested units automatically vest and are paid. These units will otherwise be subject to the terms of the Restricted Stock Unit Plan.

Performance
Shares

Mr. Nolan will also receive, as of the Effective Date, a one-time grant of a number of performance shares under the Company's 2017 Incentive Plan with a grant date value of \$450,000. Pursuant to the Plan, the award will vest (and is immediately payable in shares of the Company's Class A Common Stock) on the third anniversary of the date of grant, if he remains employed by the Company. A termination of employment at any time before vesting, for any reason, will result in forfeiture of the grant.

Other
Benefits

Mr. Nolan will be entitled to four weeks of vacation with pay per year unless the Company's vacation policy applicable to executive officers provides for a greater period. Mr. Nolan will otherwise be eligible to participate in all of the Company's employee benefit plans, policies and arrangements applicable to other executive officers generally, including, without limitation, relocation, 401(k), health-care, vision, life insurance and disability; in each case, as the same may exist from time to time.

Severance

On the Effective Date, Mr. Nolan will enter into a Severance Agreement with the Company, substantially in the form of such agreement previously filed by the Company under cover of a Form 8-K filed on January 4, 2016. Under the terms of such agreement, in the event that his employment is terminated by the Company for any reason other than Cause (as defined in the agreement), in addition to any amounts to which he may be entitled upon the occurrence of such event under the terms of his APP, MPP, RSU and Performance Share award agreements, Mr. Nolan shall be entitled to an amount equal to twice his annual base salary, paid out over the 24-month period following termination. In addition, Mr. Nolan shall be eligible for a bonus relating to the services he performs in the year in which his employment is terminated, calculated at the same time and in the same manner in which bonuses are awarded to similarly situated employees under the then-current and prevailing bonus program, pro-rated to reflect the actual period of employment during the year.

Summary of Cozzolino Advisory Assistance Compensation Terms

The Company agrees to pay Mr. Cozzolino an amount equal to his gross monthly salary in effect as of April 1, 2019, less applicable withholdings and deductions required by law or otherwise agreed, provided he is responsive to any inquiries from his successor or any other Company employee, if any, in the first six (6) weeks following the date of his departure.