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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): March 8, 2023

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**PERIMETER SOLUTIONS, SA**

(Exact name of registrant as specified in its charter)

Grand Duchy of Luxembourg  
(State or other jurisdiction  
of incorporation)

001-41027  
(Commission  
File Number)

98-1632942  
(IRS. Employer  
Identification No.)

12E rue Guillaume Kroll, L-1882 Luxembourg  
Grand Duchy of Luxembourg  
352 2668 62-1

(Address of principal executive offices, including zip code)  
(314) 396-7343

Registrant's telephone number, including area code

Not Applicable

(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))

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

| Title of each class                             | Trading<br>Symbol(s) | Name of each exchange<br>on which registered |
|---|----------------------|--|
| Ordinary Shares, nominal value \$1.00 per share | PRM                  | New York Stock Exchange                      |
| Warrants for Ordinary Shares                    | PRMFF                | OTC Markets Group Inc.                       |

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.**

(b), (c), (e)

On March 8, 2023, Perimeter Solutions, SA (the “Company”) announced the appointment of Haitham Khouri to serve as the Chief Executive Officer of the Company effective immediately. Mr. Khouri succeeds Edward Goldberg, who transitioned to the role of Vice Chairman of the Company effective immediately.

Mr. Khouri, 42, has served as a member of the Company’s board of directors (“Board”) since June 2021, as Chairman of the Executive Committee of the Board since December 2021 and served as Vice Chairman of the Company from December 2021 until his appointment as Chief Executive Officer. Prior to joining the Company, Mr. Khouri was a Senior Analyst at Hound Partners from 2009 to 2018, was a private equity Associate at Oak Hill Capital Partners from 2005 and 2007 and between 2003 and 2005, Mr. Khouri was an investment banking analyst at Deutsche Bank. Mr. Khouri began his career in 2002 as an Analyst at JP Morgan. Mr. Khouri holds a BA in Economics from Cornell University and an MBA with Distinction from Harvard Business School.

In connection with his appointment as Chief Executive Officer, Mr. Khouri and the Company entered into an Employment Agreement, dated March 8, 2023 (the “Khouri Employment Agreement”), which amends and restates his existing employment agreement. Pursuant to the Khouri Employment Agreement, Mr. Khouri will be entitled to (i) an annual base salary of \$525,000, (ii) a target bonus opportunity of 100% of Mr. Khouri’s annual base salary and (iii) a grant of stock options to purchase 2,000,000 ordinary shares of the Company with an exercise price per share equal to the closing price per ordinary share on the grant date. The options will vest ratably over the next five years on each anniversary of the grant, subject to the achievement of certain performance conditions and Mr. Khouri’s continuous service through each vesting date.

There are no arrangements or understandings between Mr. Khouri and any other persons pursuant to which Mr. Khouri was selected as an executive officer of the Company. There are no family relationships between Mr. Khouri and any director or executive officer of the Company.

The Company is a party to certain transactions in which Mr. Khouri has a direct or indirect material interest and in which the amounts involved exceed \$120,000. The Company is party to an advisory services agreement with EverArc Founders LLC (“EverArc Founders”), pursuant to which EverArc Founders provides services to the Company, including strategic and capital allocation advice, in exchange for variable and fixed annual advisory fees. EverArc Founders is owned and operated by five members, including Mr. Khouri.

In connection with his appointment as Vice Chairman, Mr. Goldberg, 60, and the Company entered into an amendment, dated March 8, 2023, to Mr. Goldberg’s employment agreement dated October 21, 2021 (the “Goldberg Amendment”) amending his existing employment agreement to reflect Mr. Goldberg’s updated title and responsibilities, which include advising the Company on strategic matters relating to the fire safety business, and fostering relationships with key customers, governmental agencies, industry associations and trade groups and other constituencies important to the Company. Mr. Goldberg’s compensation will not change except with respect to his options as described below. Additionally, Mr. Goldberg and the Company entered into an amendment to Mr. Goldberg’s option agreement with respect to the options granted to Mr. Goldberg effective November 8, 2021 to amend the performance terms and conditions of the outstanding 5-Year Options granted thereunder so that 50% of such outstanding options eligible to vest in each of fiscal years 2023 through 2026 will remain subject to the existing performance terms and conditions, and the remaining 50% of such outstanding options eligible to vest in such fiscal years based on the achievement of certain performance goals to be established by the Compensation Committee of the Board related to the Mr. Goldberg’s position and duties as Vice Chairman.

There are no arrangements or understandings between Mr. Goldberg and any other persons pursuant to which Mr. Goldberg was selected as an executive officer of the Company. There are no family relationships between Mr. Goldberg and any director or executive officer of the Company and Mr. Goldberg does not have a direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended, nor are any such transactions currently proposed.

The foregoing descriptions of the Khouri Employment Agreement and Goldberg Amendment are not complete and are subject to and qualified in their entirety by the terms of the Khouri Employment Agreement and Goldberg Amendment, copies of which will be filed as exhibits to the Company’s Quarterly Report on Form 10-Q for the quarter ending March 31, 2023.

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**Item 8.01 Other Events**

On March 9, 2023, the Company issued a press release announcing the appointment of Mr. Khouri as the Company’s Chief Executive Officer and Mr. Goldberg as the Company’s Vice Chairman. A copy of the press release is filed with this Current Report on Form 8-K as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

| Exhibit<br>No.       | Description  |
|----------------------|--|
| <a href="#">99.1</a> | <a href="#">Press Release dated March 9, 2023.</a> |

**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 hereunto duly authorized.

Date: March 9, 2023

**Perimeter Solutions, SA**

By:           /s/ Charles Kropp            
Charles Kropp  
Chief Financial Officer



## Perimeter Solutions Enhances Senior Management Structure to Embrace the Future of the Fire Safety Industry

**Clayton, MO 9 March 2023**– The Board of Directors of Perimeter Solutions SA (NYSE: PRM) (“Perimeter” or the “Company”) is pleased to announce the following modifications to the Company’s senior management structure:

- a. Edward Goldberg will assume the position of Vice Chairman
- b. Haitham Khouri will assume the position of Chief Executive Officer

“At Perimeter Solutions, we plan for the future. We have been leaders in the fire safety business for 60 years, and we intend to remain that way,” said Nicholas Howley, co-Chairman of the Board of Directors. “We believe that these changes will strengthen our Company, and enhance our ability to create shareholder value. Haitham has been involved with Perimeter for several years. He led the Company’s acquisition and public listing, and, since 2021, has served as Perimeter’s Vice Chairman, and as Chairman of the Executive Committee. In these roles, Haitham has been intimately involved with Perimeter’s operations, as well as our value-creation focused business unit reorganization, while also leading our capital allocation initiatives. Haitham’s in-depth operational experience at Perimeter, combined with his experience as an investor, make him uniquely qualified for this new assignment. I believe that Haitham can create significant value as CEO.”

William N. Thorndike, co-Chairman of the Board of Directors, said, “Eddie Goldberg has built Perimeter into the company it is today. He led the business over two decades, including through its carve-out into a stand-alone company, as well as through its transition to the public markets. In his role as Vice Chairman, and as an ongoing member of Perimeter’s Board of Directors, Eddie will continue to deploy his unparalleled knowledge of our company, customers, and industry in service of Perimeter. Specifically, Eddie will enhance his focus on growing Perimeter’s market presence across our Fire Safety markets. We anticipate that Eddie will create significant value in this role, as he has done for over two decades at Perimeter.”

Mr. Goldberg commented:

“Working alongside the brave men and women who respond to the challenges of firefighting is a privilege and a commitment that I am honored to keep. I have been, and will continue to be, supported by the most talented, most dedicated people in the fire safety business. Worldwide the threat of wildfires is impacting us more and more every year. The world will need what we are able to do more than ever in the upcoming years. I look forward to continue helping create the solutions that will build a better firefighting future.”

Mr. Khouri commented:

“It’s deeply meaningful to be entrusted with the leadership of such a special company, and in the service of such a significant mission. I’m thankful to our Board of Directors for their confidence in me, to Eddie for his continued partnership and mentorship, and to the entire Perimeter team for what they do on a daily-basis in service of our life-saving mission.

I’m also thankful to our shareholders for the faith they place to with us, and which we will do everything in our power to reward.”

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## **About Perimeter Solutions**

Headquartered in St. Louis, Missouri, Perimeter Solutions (NYSE: PRM) is a premier global solutions provider, producing high-quality firefighting products and lubricant additives. The company develops products that impact critically important issues of life – issues where there often is no room for error and the job doesn't offer second chances. At Perimeter, we characterize the solutions we develop as 'Trusted Solutions that Save' – because it underscores what we are trying to accomplish for our customers and the world at large. Perimeter Solutions produces major brands known throughout the world like PHOS-CHEK® and FIRE-TROL® retardant, foam concentrates and gel products; AUXQUIMIA® and SOLBERG® firefighting foam concentrates; and BIOGEMA® extinguishing agents and retardants. For more info on how we use our experience, responsibility, and integrity to deliver trusted solutions that help improve firefighting performance, visit: [www.perimeter-solutions.com](http://www.perimeter-solutions.com).

## **Media Contact**

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