

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)

May 15, 2024



COMMISSION FILE NUMBER 001-36285

Incorporated in the State of Delaware
I.R.S. Employer Identification Number 46-4559529

Rayonier Advanced Materials Inc.

1301 Riverplace Boulevard, Jacksonville, Florida 32207
(Principal Executive Office)

Telephone Number: (904) 357-4600

Check the appropriate box below if the form 8-K filing is intended to simultaneously satisfy the filing obligations 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	Name of exchange on which registered
Common Stock, \$0.01 par value	RYAM	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 5.07 Submission of Matters to a Vote of Security Holders

The 2024 Annual Meeting of Stockholders of Rayonier Advanced Materials Inc. (the “Company”) was held on May 15, 2024 (the “Annual Meeting”). At the Annual Meeting, stockholders of the Company (1) elected all three of the director nominees to terms expiring in 2027, (2) did not approve an amendment to the Company’s Amended and Restated Certificate of Incorporation to declassify the board of directors, (3) did not approve an amendment to the Company’s Amended and Restated Certificate of Incorporation to eliminate the supermajority voting provisions, (4) approved an amendment to the Company’s Amended and Restated Certificate of Incorporation to allow for exculpation of officers as permitted by Delaware law, (5) approved, on an advisory basis, the compensation of the Company’s named executive officers and (6) ratified the selection of Grant Thornton LLP as the Company’s independent registered public accounting firm for 2024.

The final voting results were as follows:

	Votes For	Votes Against	Abstain	Broker Non-Votes
Election of Directors, Terms Expire in 2027				
Charles E. Adair	43,936,274	924,393	730,433	8,014,940
Julie A. Dill	42,588,980	2,272,376	729,744	8,014,940
James F. Kirsch	41,035,070	3,822,294	733,736	8,014,940
Vote on an Amendment to the Company’s Amended and Restated Certificate of Incorporation to Declassify the Board of Directors	44,468,306	906,505	216,289	8,014,940
Vote on an Amendment to the Company’s Amended and Restated Certificate of Incorporation to Eliminate the Supermajority Voting Provisions	44,436,635	934,849	219,616	8,014,940
Vote on an Amendment to the Company’s Amended and Restated Certificate of Incorporation to Allow for Exculpation of Officers as Permitted by Delaware Law	42,407,241	2,997,482	186,377	8,014,940
Advisory Vote on the Compensation of our Named Executive Officers	44,077,175	1,249,942	263,983	8,014,940
Ratification of Auditor	53,088,180	396,328	121,532	—

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.

Rayonier Advanced Materials Inc.

By: /s/ Richard Colby Slaughter

Richard Colby Slaughter

Senior Vice President, General Counsel and Corporate Secretary

May 20, 2024