

**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 17, 2023



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 2023 Annual Meeting of Stockholders of Rayonier Advanced Materials Inc. (the “Company”) was held on May 17, 2023 (the “Annual Meeting”). At the Annual Meeting, stockholders of the Company (1) elected all three of the director nominees to terms expiring in 2026, (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, on an advisory basis, the compensation of the Company’s named executive officers, (5) approved the Rayonier Advanced Materials Inc. 2023 Incentive Stock Plan and (6) ratified the selection of Grant Thornton LLP as the Company’s independent registered public accounting firm for 2023.

The final voting results were as follows:

	Votes For	Votes Against	Abstain	Broker Non-Votes
Election of Directors, Terms Expire in 2026				
De Lyle W. Bloomquist	48,328,330	1,097,741	32,874	5,921,787
Charles R. Eggert	48,978,256	449,372	31,317	5,921,787
David C. Mariano	48,189,519	1,236,776	32,650	5,921,787
Vote on an Amendment to the Company’s Amended and Restated Certificate of Incorporation to Declassify the Board of Directors	47,557,548	1,696,153	205,244	5,921,787
Vote on an Amendment to the Company’s Amended and Restated Certificate of Incorporation to Eliminate the Supermajority Voting Provisions	47,522,251	1,727,655	209,039	5,921,787
Advisory Vote on the Compensation of our Named Executive Officers	42,580,532	6,538,325	340,088	5,921,787
Approval of the Rayonier Advanced Materials Inc. 2023 Incentive Stock Plan	45,920,039	3,204,729	334,177	5,921,787
Ratification of Auditor	54,962,456	228,251	190,025	—

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 19, 2023