

**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)
September 30, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Item 5.02(b) Departure of Directors or Certain Officers

Thomas I. Morgan tendered his resignation from the Board of Directors (the “Board”) of Rayonier Advanced Materials Inc. (the “Company”) effective 5:00 p.m. (EDT) on September 30, 2023. Mr. Morgan’s resignation is due to personal reasons and does not involve any disagreement on any matter relating to the Company’s operations, policies or practices.

Item 5.02(d) Election of Directors

Effective October 1, 2023, the Company’s Board elected Bryan D. Yokley as a Class II independent director of the Company to serve until the 2025 annual meeting of the stockholders of the Company and thereafter until his successor has been duly elected and qualified, or until his earlier death, resignation or removal. Effective October 1, 2023, Mr. Yokley was also appointed to each of the Audit Committee and the Compensation and Management Development Committee of the Board. There are no arrangements or understandings between Mr. Yokley and any other person pursuant to which he was selected as a director. In addition, there are no transactions in which Mr. Yokley has an interest that would require disclosure under Item 404(a) of Regulation S-K.

Upon his election to the Board, Mr. Yokley will receive compensation equivalent to the compensation of the other non-employee directors (as described in the Company’s most recent Proxy Statement filed with the SEC), except that Mr. Yokley will receive a prorated 2023-2024 annual cash retainer and a prorated number of restricted stock units of the Company, to vest on the earlier of the first anniversary of the date of grant or the next annual meeting of the stockholders at which one or more members of the Board are standing for re-election, as long as Mr. Yokley has not voluntarily left the Board prior to such date. Additionally, in connection with Mr. Yokley’s election to the Board, the Company and Mr. Yokley will enter into an indemnification agreement in substantially the same form that the Company has entered into with each of the Company’s existing directors. The form of such indemnification agreement was previously filed by the Company as an exhibit to its Amendment No. 4 to the Registration Statement on Form 10 filed with the SEC.

A copy of the press release announcing the election of Mr. Yokley is furnished herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

- 99.1 [Press release entitled “RYAM Elects Bryan D. Yokley to the Board of Directors” issued October 2, 2023](#)
104 Cover page from this Current Report on Form 8-K, formatted as Inline XBRL

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

October 2, 2023



For Immediate Release

 **NEWS RELEASE**

Contacts:

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RYAM Elects Bryan D. Yokley to the Board of Directors

JACKSONVILLE, Fla. – October 2, 2023 -- Rayonier Advanced Materials Inc. (NYSE: RYAM) (the “Company”) announced today that Bryan D. Yokley has been elected to its Board of Directors, effective October 1, 2023.

“We are pleased to welcome Bryan to our Board of Directors and look forward to the benefit of his insight, experience and expertise,” stated Lisa M. Palumbo, Non-Executive Chair of the Company's Board of Directors. “Bryan’s more than 38 years of cross-sector and international experience in risk management, cyber security, technology, P&L management, M&A, audit and governance will bring significant value to our Board and stockholders.”

Yokley retired from EY in June 2022, where he spent 34 years serving in various capacities, including Audit Partner in Georgia, New York, Australia, Sweden, California, and North Carolina. He also served on EY’s governing board for two terms and was the market leader for Alabama, Georgia and Tennessee and the Central Region Cyber leader. He received EY’s highest award, Global Chairman’s Value Award, recognizing integrity, inclusive leadership, commitment to EY’s values and the cultivation of future leaders (2011).

In addition, Yokley served a two-year fellowship with the Financial Accounting and Standard’s Board in Connecticut, and as the CFO of World Access, Inc. Yokley is a certified public accountant and holds a bachelor’s degree in business administration from the University of Alabama.

Beyond Bryan’s business endeavors, he is deeply invested in corporate responsibility and community engagement efforts. He has served on several not-for-profit boards, including Zoo Atlanta and Boys and Girls Club of America and currently serves on the President’s Cabinet for the University of Alabama and the Board of Visitors for the University of Alabama’s Business school.

About RYAM

RYAM is a global leader of cellulose-based technologies, including high purity cellulose specialties, a natural polymer commonly used in the production of filters, food, pharmaceuticals, and other industrial applications. The Company also manufactures products for paper and packaging markets. With manufacturing operations in the U.S., Canada, and France, RYAM employs approximately 2,500 people and generated \$1.7 billion of revenues in 2022. More information is available at www.RYAM.com