

**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 16, 2022



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(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	RYAM	The 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 ☐

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Item 5.07 Submission of Matters to a Vote of Security Holders.

The 2022 Annual Meeting of Stockholders of the Company was held on May 16, 2022 (the “Annual Meeting”). At the Annual Meeting, stockholders of the Company (1) elected all three of the director nominees to terms expiring in 2025, (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) did approve, on an advisory basis, the compensation of the Company’s named executive officers, and (5) ratified the selection of Grant Thornton LLP as the Company’s independent registered public accounting firm for 2022.

The final voting results were as follows:

Election of Directors, Terms Expire in 2025	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Thomas I. Morgan	36,775,474	12,717,774	256,726	5,818,746
Lisa M. Palumbo	31,338,436	18,164,094	247,444	5,818,746
Ivona Smith	45,772,956	3,728,936	248,082	5,818,746
 Vote on an Amendment to the Company’s Amended and Restated Certificate of Incorporation to Declassify the Board of Directors	 <u>Votes For</u>	 <u>Votes Against</u>	 <u>Abstain</u>	 <u>Broker Non-Votes</u>
	48,682,652	946,407	120,915	5,818,746
 Vote on an Amendment to the Company’s Amended and Restated Certificate of Incorporation to Eliminate the Supermajority Voting Provisions	 <u>Votes For</u>	 <u>Votes Against</u>	 <u>Abstain</u>	 <u>Broker Non-Votes</u>
	48,596,989	1,036,005	116,980	5,818,746
 Advisory Vote on the Compensation of Our Named Executive Officers	 <u>Votes For</u>	 <u>Votes Against</u>	 <u>Abstain</u>	 <u>Broker Non-Votes</u>
	38,299,771	11,071,553	378,650	5,818,746
 Ratification of Auditors	 <u>Votes For</u>	 <u>Votes Against</u>	 <u>Abstain</u>	 <u>Broker Non-Votes</u>
	55,248,054	270,280	50,386	—

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. (Registrant)

BY: /s/ Richard Colby Slaughter
Richard Colby Slaughter
Vice President, General Counsel and Corporate Secretary

May 17, 2022