
**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 06, 2025

Montrose Environmental Group, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39394
(Commission File Number)

46-4195044
(IRS Employer
Identification No.)

5120 Northshore Drive
North Little Rock, Arkansas
(Address of Principal Executive Offices)

72118
(Zip Code)

Registrant's Telephone Number, Including Area Code: 501 900-6400

(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 Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.000004 par value per share	MEG	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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On May 6, 2025, Montrose Environmental Group, Inc. (the “Company”) held its 2025 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders approved an amendment (the “Amendment”) to Section 5.2 of Article V of the Company’s amended and restated Certificate of Incorporation, as amended (the “Certificate of Incorporation”), to declassify the Company’s Board of Directors (the “Board”) and phase-in annual director elections such that, beginning with the Company’s 2028 Annual Meeting of Stockholders, each director will be elected annually. Pursuant to the Amendment, the declassification of the Board will be phased-in over a three-year period as follows:

1. Class III directors will be elected at the 2026 Annual Meeting of Stockholders for a term of one year expiring at the 2027 Annual Meeting of Stockholders;
2. Class I and III directors will be elected at the 2027 Annual Meeting of Stockholders for a term of one year expiring at the 2028 Annual Meeting of Stockholders; and
3. Class I, II and III directors will be elected at the 2028 Annual Meeting of Stockholders to serve for a term of one year expiring at the 2029 Annual Meeting of Stockholders.

Consistent with Delaware law, the Amendment provides that any director may be removed by the affirmative vote of the holders of at least a majority of the voting power of the stock outstanding and entitled to vote thereon (i) until the election of directors at the 2028 Annual Meeting of Stockholders, only for cause, and (ii) from and after the election of directors at the 2028 Annual Meeting of Stockholders, with or without cause. The Amendment also provides that while the declassification of the Board is being phased-in (i.e., until the 2028 Annual Meeting of Stockholders), the number of directors in each class shall be apportioned in the manner determined by the Board and that any director elected to a newly created Board seat or to fill a vacancy will serve for the same term as the remainder of the class to which the director is elected.

The Amendment became effective upon the filing of a Certificate of Amendment of Amended and Restated Certificate of Incorporation (the “Certificate”) with the Secretary of State of the State of Delaware on May 8, 2025.

The foregoing description of the Amendment is not complete and is qualified in its entirety by reference to the Certificate, a copy of which is filed as Exhibit 3.1 hereto and incorporated herein by reference.

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

As of the close of business on March 12, 2025, the record date for the Annual Meeting, 34,663,598 shares of common stock of the Company were outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 31,054,014.84 shares of common stock, or approximately 89.59% of the outstanding shares entitled to vote, were represented in person or by proxy and, therefore, a quorum was present.

The stockholders of the Company voted on the following items at the Annual Meeting:

1. The election of three Class II directors to hold office until the 2028 Annual Meeting of Stockholders.
2. The ratification of the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2025.
3. The approval, on a non-binding and advisory basis, of the compensation of our named executive officers (“Say-on-Pay”).
4. The approval of an amendment to the Certificate of Incorporation to declassify the Board and phase-in annual director elections.

For more information about the foregoing proposals, see the Company’s definitive proxy statement filed March 24, 2025.

The results of the voting at the Annual Meeting are as follows:

1. Election of Directors

The following nominees for election as director of the Company received the number of votes set opposite their respective names:

Director Nominee	For	Withhold	Broker Non-Votes
J. Thomas Presby	27,724,215.84	1,628,160	1,701,639
James K. Price	25,293,555.84	4,058,820	1,701,639
Janet Risi Field	26,129,091.84	3,223,284	1,701,639

Based on the votes set forth above, the director nominees were duly elected.

2. The ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025

The proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025 received the following votes:

For	Against	Abstain	Broker Non-Votes
30,811,648.84	96,311	146,055	0

Based on the votes set forth above, the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025 was duly ratified.

3. The approval, on a non-binding and advisory basis, of the compensation of our named executive officers ("Say-on-Pay")

The non-binding advisory Say-on-Pay vote received the following votes:

For	Against	Abstain	Broker Non-Votes
25,605,273.50	3,731,322.34	15,780	1,701,639

Based on the votes set forth above, Say-on-Pay was duly approved.

4. The approval of an amendment to the Certificate of Incorporation to declassify the Board and to phase-in annual director elections

The proposal to approve the Amendment received the following votes:

For	Against	Abstain	Broker Non-Votes
29,336,170.50	15,718.34	487	1,701,639

Based on the votes set forth above, the Amendment was duly approved.

Item 9.01 Financial Statements and Exhibits.

d) Exhibits:

Exhibit No.

Description

3.1

[Certificate of Amendment of Amended and Restated Certificate of Incorporation of Montrose Environmental Group, Inc. filed on May 8, 2025.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

Montrose Environmental Group, Inc.

Date: May 9, 2025

By: /s/ Nasym Afsari

Name: Nasym Afsari

Title: General Counsel and Secretary

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
MONTROSE ENVIRONMENTAL GROUP, INC.**

**Pursuant to Section 242
of the General Corporation Law of the State of Delaware**

MONTROSE ENVIRONMENTAL GROUP, INC., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the “DGCL”), does hereby certify:

FIRST: That the name of the corporation is Montrose Environmental Group, Inc. (the “Corporation”), and that the Corporation was originally incorporated pursuant to the DGCL on November 25, 2013.

SECOND: The Corporation’s Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on November 25, 2013, and subsequently amended by that certain Certificate of Amendment of Certificate of Incorporation dated December 6, 2017, and that certain Certificate of Amendment of Certificate of Incorporation dated April 13, 2020.

THIRD: That the Certificate of Incorporation of the Corporation, as amended as of such date, was amended and restated in the form filed with the Secretary of Sate of the State of Delaware on July 21, 2020 (as so amended and restated, the “Amended and Restated Certificate of Incorporation”), and subsequently amended by that certain Certificate of Amendment of Amended and Restated Certificate of Incorporation dated May 10, 2024.

FOURTH: That Section 5.2 of Article V of the Amended and Restated Certificate of Incorporation, as amended, is hereby amended to read in its entirety as follows:

Section 5.2 Classification.

(a) Except as may be otherwise provided with respect to directors elected by the holders of any series of Preferred Stock provided for or fixed pursuant to the provisions of Article IV hereof (including any Preferred Stock Designation) (the “Preferred Stock Directors”), the Board of Directors shall be and are divided into three classes, designated Class I, Class II and Class III, with the terms of the Class I directors expiring at the 2027 annual meeting of stockholders; the terms of Class II directors expiring at the 2028 annual meeting of stockholders; and the terms of Class III directors expiring at the 2026 annual meeting of stockholders, provided that such division of directors into classes shall terminate upon the election of directors at the 2026 annual meeting of stockholders. Each director elected by the stockholders at the 2026 annual meeting of stockholders and thereafter shall serve for a term expiring at the next succeeding annual meeting of stockholders. Directors shall hold office until their successors have been duly elected and qualified, subject however, to prior death, resignation, disqualification or removal from office. Until the election of directors at the 2028 annual meeting of stockholders, in case of any increase or decrease, from time to time, in the number of directors (other than Preferred Stock Directors), the

number of directors in each class shall be apportioned in the manner determined by the Board of Directors.

(b) Subject to the rights of the holders of any outstanding series of Preferred Stock, and unless otherwise required by law, newly created directorships resulting from any increase in the authorized number of directors and any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled solely by the affirmative vote of a majority of the directors then in office, even though less than a quorum of the Board of Directors, or by the sole remaining director. Subject to the rights of the holders of any outstanding series of Preferred Stock, any director so chosen shall hold office until the next election of the class for which such director shall have been chosen and until his or her successor shall have been duly elected and qualified, provided, however, that, each director so chosen after the election of directors at the 2028 annual meeting of stockholders shall serve for a term expiring at the next succeeding annual meeting of stockholders and until his or her successor shall have been duly elected and qualified. No decrease in the authorized number of directors shall shorten the term of any incumbent director.

(c) Any director may be removed by the affirmative vote of at least a majority of the voting power of the stock outstanding and entitled to vote thereon (i) until the election of directors at the 2028 annual meeting of stockholders, only for cause and (ii) from and after the election of directors at the 2028 annual meeting of stockholders, with or without cause.

FIFTH: That the foregoing amendments to the Amended and Restated Certificate of Incorporation, as amended, were duly adopted in accordance with the provisions of Section 242 of the DGCL.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by a duly authorized officer on the date set forth below.

MONTROSE ENVIRONMENTAL GROUP, INC.

By: /s/ Nasym Afsari

Name: Nasym Afsari

Title: General Counsel and Secretary

Dated: May 7, 2025