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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**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): **July 11, 2023**



**IDEXX LABORATORIES, INC.**  
*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction  
of incorporation)*

**000-19271**  
*(Commission File Number)*

**01-0393723**  
*(IRS Employer Identification No.)*

**One IDEXX Drive, Westbrook, Maine**  
*(Address of principal executive offices)*

**04092**  
*(ZIP Code)*

**207.556.0300**  
*(Registrant's telephone number, including area code)*

**Not Applicable**  
*(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 (see General Instruction A.2. below):

- 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:**

| <u>Title of each class</u>               | <u>Trading Symbol(s)</u> | <u>Name of each exchange on which registered</u> |
|--|--------------------------|--|
| Common Stock, \$0.10 par value per share | IDXX                     | NASDAQ Global Select Market                      |

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

***Election of New Director.*** On July 11, 2023 the board of directors (the “Board”) of IDEXX Laboratories, Inc. (the “Company”) elected Irene Chang Britt as an independent Class I Director and appointed her as an independent member of its Audit Committee and Compensation and Talent Committee, effective as of that date. To effect Ms. Chang Britt’s election as a Class I Director, the Board increased the number of Directors constituting the Board from ten to eleven and the number of Class I Directors from three to four. It is expected that Ms. Chang Britt will stand for election by stockholders as a Class I Director at the Company’s 2024 annual meeting of stockholders.

There are no related person transactions (or currently proposed related person transactions) with respect to Ms. Chang Britt reportable under Item 5.02(d) of Form 8-K and Item 404(a) of Regulation S-K since the beginning of the Company’s last fiscal year.

Ms. Chang Britt will receive the same compensation as is paid to the Company’s other non-employee Directors, as described in the section entitled “Corporate Governance – Non-Employee Director Compensation” in the Company’s Proxy Statement filed with the Securities and Exchange Commission on March 31, 2023, which description is incorporated herein by reference, with the exception that Ms. Chang Britt’s compensation will reflect the following changes to annual non-employee Director compensation approved by the Board in May 2023 and which became immediately effective: (i) an increase in the annual cash retainer paid to non-employee Directors from \$80,000 per year to \$90,000 per year and (ii) an increase in the annual equity compensation award value from \$230,000 to \$250,000 (split evenly between a full-value award and a non-qualified stock option award). The cash fee to be paid to Ms. Chang Britt in the third quarter of 2023 will be prorated to reflect the effective date of her election to the Board on July 11, 2023. Annual deferred stock unit or restricted stock unit and stock option grants were made to non-employee Directors on May 17, 2023, the date of the Company’s 2023 annual meeting of stockholders. Since Ms. Chang Britt was not serving as a Director at that time, such grants will be made to her on September 1, 2023, and the award values will also be prorated to reflect the portion of the year during which she will serve on the Board specifically from July 11, 2023 until the Company’s 2024 annual meeting of stockholders.

On July 12, 2023, the Company issued a press release regarding Ms. Chang Britt’s election to the Board.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release entitled “IDEXX Laboratories Elects Irene Chang Britt to Board of Directors” dated July 12, 2023.

104 Cover Page Interactive Data File (embedded within 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.

### **IDEXX LABORATORIES, INC.**

Date: July 12, 2023

By: /s/ Sharon E. Underberg  
Sharon E. Underberg  
Executive Vice President,  
General Counsel and Corporate Secretary



## **IDEXX Laboratories Elects Irene Chang Britt to Board of Directors**

WESTBROOK, Maine, July 12, 2023 -- IDEXX Laboratories, Inc. (NASDAQ: IDXX), a global leader in pet healthcare innovation, today announced the election of Irene Chang Britt, a former executive at Campbell Soup Company, to the Company's Board of Directors, effective July 11, 2023.

"We are pleased to welcome Irene to the IDEXX Board of Directors," said Larry Kingsley, the Company's Independent Non-Executive Board Chair. "Irene is a seasoned executive and director who brings a wealth of business, strategic and leadership experience from her prior senior management roles at public companies, as well as valuable perspectives from her service on public and private company boards. We are confident she will be a strong contributor on our Board."

"I am excited to join the board of a purpose-driven company focused on pet healthcare innovation," said Ms. Chang Britt. "I look forward to working closely with my fellow directors and the IDEXX leadership team to deliver on our Purpose to enhance the health and well-being of pets, people, and livestock while creating long-term value for our stakeholders."

Ms. Chang Britt was most recently an executive at Campbell Soup Company, a global food and beverage company, where she held roles of increasing scope and responsibility over 10 years, including serving as President/Divisional CEO, Pepperidge Farm Ltd. and Senior Vice President, Global Baking and Snacking; and Senior Vice President and Chief Strategy Officer. Prior to her time at Campbell Soup Company, she held various roles at Kraft Foods, Nabisco, and Kimberly-Clark.

Ms. Chang Britt currently serves as an independent director of Brighthouse Financial, Inc., a provider of annuities and life insurance, and Victoria's Secret & Co., a clothing and beauty retailer. She previously served as a director of Tailored Brands, Inc., Dunkin' Brands Group, Inc., TerraVia Holdings, Inc., and Sunoco, Inc.

Ms. Chang Britt received her undergraduate degree in Anthropology from the University of Toronto and her MBA from the University of Western Ontario.

### **About IDEXX Laboratories**

IDEXX is a global leader in pet healthcare innovation. Our diagnostic and software products and services create clarity in the complex, constantly evolving world of veterinary medicine. We support longer, fuller lives for pets by delivering insights and solutions that help the veterinary community around the world make confident decisions—to advance medical care, improve efficiency, and build thriving practices. Our innovations also help ensure the safety of milk and water across the world and maintain the health and well-being of people and livestock. IDEXX Laboratories, Inc. is a member of the S&P 500® Index. Headquartered in Maine, IDEXX employs nearly 11,000 people and offers solutions and products to customers in more than 175 countries. For more information about IDEXX, visit: [www.idexx.com](http://www.idexx.com). For media inquiries, please get in touch at [media@idexx.com](mailto:media@idexx.com). Note Regarding Forward-Looking Statements.

*This news release contains or may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by the use of words such as "expects," "may," "anticipates," "intends," "would," "will," "plans," "believes," "estimates," "should," "project," and similar words and expressions. These forward-looking statements are intended to provide our current expectations or forecasts of future events; are based on current estimates, projections, beliefs, and assumptions; and are not guarantees of future performance. Actual events or results may differ materially from those described in the forward-looking statements. These statements are subject to risks, uncertainties, assumptions, and other important factors. Readers are cautioned not to*

*put undue reliance on such forward-looking statements because actual results may vary materially from those expressed or implied. The reports filed by IDEXX pursuant to United States securities laws contain discussions of some of these risks and uncertainties. IDEXX assumes no obligation to, and expressly disclaims any obligation to, update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Readers are advised to review IDEXX's filings with the United States Securities and Exchange Commission (which are available from the SEC's EDGAR database at sec.gov and via IDEXX's website at idexx.com).*

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