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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 10, 2025**

**IDEXX**  
**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.** Effective July 10, 2025, the board of directors (the “Board”) of IDEXX Laboratories, Inc. (the “Company”) elected Joseph L. (Jay) Hooley as an independent Class III Director and appointed him as a member of its Audit Committee and Governance and Corporate Responsibility Committee. To effect Mr. Hooley’s election as a Class III Director, the Board increased the number of Directors constituting the Board from nine to ten and the number of Class III Directors from three to four. It is expected that Mr. Hooley will stand for election by stockholders as a Class III Director at the Company’s 2028 annual meeting of stockholders.

There are no related person transactions (or proposed related person transactions) with respect to Mr. Hooley 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.

Mr. Hooley 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 28, 2025, which description is incorporated herein by reference. The cash fee to be paid to Mr. Hooley in the third quarter of 2025 will be prorated to reflect the effective date of his election to the Board. Annual deferred stock unit or restricted stock unit and stock option grants were made to non-employee Directors on May 7, 2025, the date of the Company’s 2025 annual meeting of stockholders. Since Mr. Hooley was not serving as a Director at that time, such grants will be made to him on September 1, 2025, and the award values will be prorated to reflect the portion of the year during which he will serve on the Board, specifically from July 10, 2025 until the Company’s 2026 annual meeting of stockholders. In addition, Mr. Hooley will be eligible to defer all or any portion of his cash fees and the entire amount of each restricted stock unit grant pursuant to the terms of the Company’s Director Deferred Compensation Plan.

On July 10, 2025, the Company issued a press release regarding Mr. Hooley’s election to the Board. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following exhibit relating to Item 5.02 shall be deemed to be furnished, and not filed.

[99.1 Press Release entitled "IDEXX Laboratories Elects Joseph L. \(Jay\) Hooley to Board of Directors" dated July 10, 2025.](#)

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 10, 2025

By: /s/ Sharon E. Underberg

Sharon E. Underberg

Executive Vice President, General Counsel and Corporate Secretary

**IDEXX Laboratories Elects Joseph L. (Jay) Hooley to Board of Directors**

**WESTBROOK, Maine, July 10, 2025** – IDEXX Laboratories, Inc. (NASDAQ: IDXX), a global leader in pet healthcare innovation, today announced the election of Joseph L. (Jay) Hooley to the Company's Board of Directors, effective July 10, 2025.

"We are excited to welcome Jay to the IDEXX Board of Directors," said Lawrence D. Kingsley, the Company's Independent Non-Executive Board Chair. "Jay is an accomplished executive who brings extensive strategic thinking and financial leadership experience, along with investor perspective, from his tenure leading State Street during a period of global growth and technological transformation. Given his substantial public company board and corporate governance experience and his unique background and skills, which complement those of our other Board members, we are confident Jay will provide valuable insights that will contribute to our Board's overall effectiveness."

"As a purpose-driven company, IDEXX has built a business model of enduring growth and exceptional long-term value creation through innovation in the highly attractive pet healthcare industry," said Mr. Hooley. "I am delighted to join the IDEXX Board and look forward to working closely with my fellow directors and the leadership team to support IDEXX's mission to advance the standard of care for pets and deliver on our Purpose."

Mr. Hooley is the former Chair and CEO of State Street Corporation. He served as the Chair of State Street from 2011 to 2019, the CEO from 2010 to 2018, and the President and Chief Operating Officer from 2008 to 2014. Prior to that, Mr. Hooley held several senior management positions at State Street during his nearly 20-year tenure at the company. He currently serves on the board of directors of Exxon Mobil Corporation, where he is the lead independent director, and the board of directors of Aptiv PLC. Mr. Hooley received his bachelor's degree from Boston College.

With the addition of Mr. Hooley, the IDEXX Board of Directors now comprises ten directors, nine of whom are independent.

**About IDEXX Laboratories, Inc.**

IDEXX Laboratories, Inc., 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<sup>®</sup> Index. Headquartered in Maine, IDEXX employs approximately 11,000 people and offers solutions and products to customers in more than 175 countries and territories. For more information about IDEXX, visit: [www.idexx.com](http://www.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](http://sec.gov) and via IDEXX's website at [idexx.com](http://idexx.com)).

**Contact**

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