

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## SMITH MIDLAND CORP

**Form: 8-K**

**Date Filed: 2018-12-10**

Corporate Issuer CIK: 924719

**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): December 5, 2018

**SMITH-MIDLAND CORPORATION**

(Exact name of Registrant as specified in its charter)

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

**1-13752**  
(Commission File Number)

**54-1727060**  
(IRS Employer  
Identification No.)

**P.O. Box 300, 5119 Catlett Road**  
**Midland, Virginia 22728**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (504) 439-3266**

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))

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.**

On December 5, 2018, G. E. (Nick) Borst retired from the Board of Directors of Smith-Midland Corporation (the "Company") and Mr. James Russell Bruner was appointed as a director to fill the vacancy resulting from Mr. Borst's retirement. The initial term as director for Mr. Bruner will expire at the Company's 2019 annual meeting of stockholders. Mr. Bruner is independent under the NASDAQ Marketplace Rules and the Company's criteria for determining director independence. On the same date, Mr. Bruner was appointed as a member of each of the Company's Compensation Committee and Audit Committee, replacing Mr. Borst.

Mr. Bruner has served as Chairman of Maersk Line, Limited ("Maersk Line") since November 2016 and was President and Chief Executive Officer of Maersk Line from January 2014 to November 2017. Maersk Line owns and operates a fleet of container and tanker ships that are under the flag of the United States. These ships support military, government and humanitarian missions through the transportation of United States government cargo on an international basis. Through its subsidiaries, Maersk Line owns and/or operates ships designed to carry wheeled cargo and a fleet of tankers and maritime support vessels. Maersk Line operates as a subsidiary of A.P. Moller-Maersk A/S, an integrated transport and logistics company headquartered in Copenhagen, Denmark.

There are no arrangements or understandings between Mr. Bruner and any other person pursuant to which Mr. Bruner was elected to serve as a director, nor are there related party transactions requiring disclosure pursuant to Item 404(a) of Regulation S-K under the Securities Exchange Act of 1934, as amended.

**Item 9.01 Financial Statements and Exhibits**

(d) **Exhibits**

Exhibit No  
99.1

Exhibit Description  
[Press release, dated December 10, 2018, and is incorporated herein by reference.](#)

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## 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.

SMITH-MIDLAND CORPORATION

Dated: December 10, 2018

By: /s/ Adam J. Krick

Adam J. Krick  
Chief Financial Officer

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## Smith-Midland Adds Global Executive to Board

MIDLAND, Va. – December 10, 2018 — The Smith-Midland Corporation (OTCQX: SMID) today announced the election of Mr. James Russell Bruner to its Board of Directors. Mr. Bruner was Chief Executive Officer and President of Maersk Line, Limited (MLL) from 2014 to 2017. MLL is an American company, headquartered in Virginia, and part of the global shipping consortium Maersk Group. MLL provides U.S. flag transportation, ship management and maritime technical services to government and commercial customers.

Mr. Bruner joined Maersk Group in 1989 and has held various leadership positions in both North and South America. Prior to his role as CEO and President of MLL, Mr. Bruner served as CEO and President of Maersk, Inc., and President of Maersk South America, Ltd. He also currently serves as a Director of MLL.

A native of Baltimore, Maryland, Mr. Bruner attended Bridgewater College in Virginia. He is a graduate of the University of Michigan Executive Program and Harvard Business School's Advanced Management Program. Mr. Bruner serves on the Bridgewater College Board of Trustees, and previously served for the University of Denver Intermodal Transportation Institute's Board of Directors.

"Mr. Bruner's extensive operational experience, board and committee experience, as well as financial expertise is a great asset for our Board of Directors" said Ashley Smith, CEO of the Smith-Midland Corporation. "His independent voice will help Smith-Midland with its growth strategy and continue our focus on safety, employee development, and product innovation, resulting in the enhancement of long-term shareholder value."

"Smith-Midland has never forgotten that the customer comes first," said Bruner. "The company remains focused on delivering high quality products on time while continually lowering costs, and I am delighted to join the Smith-Midland board."

Mr. Bruner will be replacing long-term board member Mr. G.E. "Nick" Borst. Mr. Bruner was elected as the chairman of the audit committee and as a member of the compensation committee. Mr. Borst has been a stockholder in the Smith-Midland Corporation since 2001, an advisory board member since 2005, and a Board Director since 2013.

"Nick has served Smith-Midland extremely well," said Rodney Smith, Chairman. "His input and foresight will be missed."

**About Smith-Midland Corporation** - Smith-Midland Corporation is a publicly traded company (OTCQX: SMID). Smith-Midland develops, manufactures, and sells a broad array of precast concrete products for use primarily in the construction, transportation, and utilities industries. Smith-Midland Corporation has three manufacturing facilities located in Midland, Va., Reidsville, N.C., and Columbia, S.C. Easi-Set Worldwide, a wholly-owned subsidiary of Smith-Midland Corporation, licenses the production and sale of J-J Hooks and other Easi-Set precast products and provides diversification opportunities to the precast industry worldwide, (800) 547-4045, [www.easiset.com](http://www.easiset.com). For more information, please call (540) 439-3266 or visit [www.smithmidland.com](http://www.smithmidland.com).

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