

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) August 26, 2024

Commission file number: 000-03134

PARK-OHIO HOLDINGS CORP.
(Exact name of registrant as specified in its charter)

Ohio	34-1867219
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
6065 Parkland Boulevard, Cleveland, Ohio	44124
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (440) 947-2000

Not applicable
(Former name or former address, if changed since last report.)

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, Par Value \$1.00 Per Share	PKOH	The NASDAQ Stock Market LLC

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.):

- ☐ 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 or Rule 12b-2 of the Securities Exchange Act of 1934.

☐ 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 3.02 **Unregistered Sales of Equity Securities.**

On August 26, 2024, Park-Ohio Holdings Corp., an Ohio corporation (the "Company"), agreed to issue and sell an aggregate of 148,612 shares of the Company's common stock, par value \$1.00 per share (the "Shares"), at a price of \$30.28 per share, or approximately \$4.5 million in the aggregate, pursuant to Stock Purchase Agreements, each dated August 26, 2024 (the "Stock Purchase Agreements"), between the Company and each of Matthew V. Crawford, Chairman and Chief Executive Officer of the Company, in his individual capacity and not in his capacity as an officer of the Company, and Crawford Capital Enterprises, LLC, a Delaware limited liability company (the "Purchasers"). The Company completed the issuance and sale of the Shares on August 27, 2024.

The Shares were issued and sold on a private offering basis in reliance on an exemption from the registration requirements of the Securities Act of 1933 pursuant to Section 4(a)(2) thereof and/or Rule 506 of Regulation D thereunder, in each case, pursuant to the representations each of the Purchasers made to the Company pursuant to the Stock Purchase Agreements.

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.

Park-Ohio Holdings Corp.

(Registrant)

Dated: August 27, 2024

/s/ Robert D. Vilsack

Robert D. Vilsack

Chief Legal & Administrative Officer, Corporate Secretary