

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 23, 2024

Commission file number: 000-03134

PARK-OHIO HOLDINGS CORP.

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction of
incorporation or organization)

34-1867219
(I.R.S. Employer
Identification No.)

6065 Parkland Boulevard, Cleveland, Ohio
(Address of principal executive offices)

44124
(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 8.01 **Other Events.**

On August 23, 2024, Park-Ohio Holdings Corp., an Ohio corporation (the "Company"), completed the issuance and sale of 341,997 shares of the Company's common stock, par value \$1.00 per share (the "Shares"), at a price of \$29.24 per share pursuant to a Stock Purchase Agreement, dated August 21, 2024 (the "Offering").

The Offering was made pursuant to the Company's effective registration statement on Form S-3 (File No. 333-279399), declared effective by the Securities and Exchange Commission (the "SEC") on May 23, 2024, and related prospectus supplement, dated August 21, 2024, filed with the SEC pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended.

A copy of the opinion of Jones Day relating to the validity of the Shares is filed with this Current Report on Form 8-K as Exhibit 5.1.

Item 9.01 **Financial Statements and Exhibits.****(d) Exhibits**

<u>Exhibit Number</u>	<u>Description</u>
5.1	<u>Opinion of Jones Day</u>
23.1	<u>Consent of Jones Day (included in Exhibit 5.1)</u>
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.

Park-Ohio Holdings Corp.

(Registrant)

Dated: August 23, 2024

/s/ Robert D. Vilsack

Robert D. Vilsack
Chief Legal & Administrative Officer, Corporate Secretary

JONES DAY

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TELEPHONE +1.216.586.3939 • JONESDAY.COM

August 23, 2024

Park-Ohio Holdings Corp.
6065 Parkland Boulevard
Cleveland, Ohio 44124

Re: 341,997 Shares of Common Stock, Par Value \$1.00 Per Share, of Park-Ohio Holdings Corp.

Ladies and Gentlemen:

We have acted as counsel for Park-Ohio Holdings Corp., an Ohio corporation (the “Company”), in connection with the issuance and sale of 341,997 shares of common stock, par value \$1.00 per share, of the Company (the “Shares”) pursuant to the Stock Purchase Agreement, dated as of August 21, 2024 (the “Stock Purchase Agreement”), by and between the Company and U.S. Bank National Association, as a trustee of certain assets of the Park-Ohio Industries, Inc. and Subsidiaries Pension Plan.

In connection with the opinion expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of this opinion. Based upon the foregoing and subject to the further assumptions, qualifications and limitations set forth herein, we are of the opinion that the Shares, when issued and delivered pursuant to the terms of the Stock Purchase Agreement against payment of the consideration therefor as provided therein, will be validly issued, fully paid and nonassessable.

The opinion expressed herein is limited to the laws of the State of Ohio, as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Current Report on Form 8-K, dated the date hereof, filed by the Company and incorporated by reference into the Registration Statement on Form S-3 (Registration No. 333-279399) (the “Registration Statement”) filed by the Company to effect registration of the Shares under the Securities Act of 1933 (the “Act”) and to the reference to us under the caption “Legal Matters” in the prospectus constituting a part of such Registration Statement. In giving such consent, we do not hereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Jones Day

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