

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): June 17, 2015

**GENTEX CORPORATION**

(Exact name of registrant as specified in its charter)

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

**0-10235**  
(Commission  
File Number)

**38-2030505**  
(IRS Employer  
Identification No.)

**600 North Centennial Street**  
**Zeeland, Michigan**  
(Address of principal executive offices)

**49464**  
(Zip Code)

Registrant's telephone number, including area code: **(616) 772-1800**

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(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))
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## **Section 5 - Corporate Governance and Management**

### **Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Gentex Corporation (the "Company") announced on June 22, 2015, that effective June 18, 2015, Mark Newton, Senior Vice President, Corporate Secretary and member of the Company's board of directors, is leaving the Company as a director, Corporate Secretary and as an executive officer for personal reasons. On June 20, 2015, the Company entered into an agreement with Mr. Newton providing that Mr. Newton will remain employed as a consultant to the Company through October 2, 2015. In exchange for Mr. Newton acting as a consultant, he will receive his current salary until October 2, 2015 and he will receive a cash payment of \$460,022 on or around October 9, 2015, and he will receive a cash payment of \$1,372,018 on or around January 1, 2016. All vested stock options must be exercised by Mr. Newton or before December 31, 2015 or the same will be forfeited. All consideration under the above-referenced agreement remains subject to Mr. Newton fulfilling all of his obligations under said agreement and the standard clawback provisions of the Company's equity award agreements.

In addition, the Company also announced on June 22, 2015, that effective June 18, 2015, Steve Downing was promoted to Senior Vice President. In addition, Mr. Downing will retain the Chief Financial Officer and Treasurer title, a role he has held since 2013. Mr. Downing is already an executive officer with reporting requirements under Section 16 of the Securities Exchange Act of 1934, as amended. In connection with Mr. Downing's promotion and increased responsibilities, the Company set Mr. Downing's annual salary at \$300,000 (effective in accordance with Company policies and procedures). In addition, Mr. Downing will also receive a 16,880-share stock option grant and a restricted stock grant of 6,000 shares, pursuant to the Company's shareholder approved Employee Stock Option Plan and shareholder approved Second Restricted Stock Plan, respectively, with such grants to be made at the Company's regularly scheduled third quarter Compensation Committee meeting (in accordance with Company policies and procedures).

Notwithstanding the foregoing, Mr. Downing does not have a written employment agreement and will remain as an at-will employee as is the case with all other employees of the Company. A copy of the Company's news release concerning this announcement is attached as Exhibit 99.1.

## **Section 9. Financial Statements and Exhibits**

### **Item 9.01 Financial Statements and Exhibits**

(d) Exhibits. Exhibit 99.1

News Release Dated June 22, 2015.

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**SIGNATURE**

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.

Dated: June 22, 2015

GENTEX CORPORATION  
(Registrant)

By /s/ Fred Bauer  
Fred Bauer  
Its Chairman of the Board and  
Chief Executive Officer



### **Gentex Announces Management Appointments and Changes**

ZEELAND, MI--(Marketwired – June 22, 2015) - Gentex Corporation (NASDAQ: GNTX), the Zeeland, Michigan based manufacturer of automotive automatic-dimming rearview mirrors, automotive electronics, dimmable aircraft windows, and fire protection products, today announced that the Company's Senior Vice President and Corporate Secretary, Mark Newton is leaving the Company for personal reasons and resigning his seat on the Company's Board of Directors effective immediately. "Mark has been on the leadership team for the Company in recent years, and a part of the Company's growth and success during that time. We appreciate his valuable contributions and wish him success in the future," said Gentex Chairman and Chief Executive Officer Fred Bauer. Also effective immediately, the Company's Vice President of Finance and Chief Financial Officer, Steve Downing has been promoted to Senior Vice President and will retain the role of Chief Financial Officer.

"We are excited about the opportunity that Steve's promotion represents for the future of the Company. I am confident in the depth and strength of the engineering and management team at Gentex and confident that we are well positioned to execute and develop the Company's product and growth strategy in the years ahead," continued Bauer.

"Part of our transition plan is the promotion of Neil Boehm to Vice President of Engineering. Neil has been with the Company since March of 2001, in increasing roles and most recently as Senior Director of Engineering. Neil is a widely respected leader in the organization, and has been heavily involved in the development of all of the Company's products. He was also critical in the execution of the Company's acquisition and integration of HomeLink in 2013," concluded Bauer. Mr. Boehm came to Gentex from

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Johnson Controls, Inc. where he served in his last position as engineering manager. During his time there he developed vast experience with international customers including an ex-patriot assignment in Japan. Mr. Boehm has an electrical engineering degree and wide range of experience in electrical engineering, program management and product strategy that has not only helped the Company create and launch new products but has prepared him for his new leadership position.

The Company is also pleased to announce that Scott Ryan has been promoted to Assistant General Counsel and Corporate Secretary. Mr. Ryan has extensive knowledge and experience with the Company in intellectual property and general legal matters since 2006. Mr. Ryan has supported the Company in varying positions with increasing responsibility during his engagement as outside counsel and his employment. During this time, Mr. Ryan has been responsible for redefining the Company's intellectual property portfolio strategy, supporting the Company during the HomeLink acquisition and supporting all legal and compliance matters for the Company.

#### Safe Harbor for Forward-Looking Statements

This news release contains forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The statements contained in this communication that are not purely historical are forward-looking statements. Forward-looking statements give the Company's current expectations or forecasts of future events. These forward-looking statements generally can be identified by the use of words such as "anticipate", "believe", "could", "estimate", "expect", "forecast", "goal", "hope", "may", "plan", "project", "will", and variations of such words and similar expressions. Such statements are subject to risks and uncertainties that are often difficult to predict and beyond the Company's control, and could cause the Company's results to differ materially from those described. These risks and uncertainties include, without limitation, changes in general industry or regional market conditions; changes in consumer and customer preferences for our products; our ability to be awarded new business;

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continued uncertainty in pricing negotiations with customers; loss of business from increased competition; customer bankruptcies or divestiture of customer brands; fluctuation in vehicle production schedules; changes in product mix; raw material shortages; higher raw material, fuel, energy and other costs; unfavorable fluctuations in currencies or interest rates in the regions in which we operate; costs or difficulties related to the integration of any new or acquired technologies and businesses; changes in regulatory conditions; warranty and recall claims and other litigation and customer reactions thereto; possible adverse results of pending or future litigation or infringement claims; negative impact of any governmental investigations and associated litigations including securities litigations relating to the conduct of our business. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date they are made. The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law or the rules of the NASDAQ Global Select Market. Accordingly, any forward-looking statement should be read in conjunction with the additional information about risks and uncertainties identified under the heading "Risk Factors" in the Company's latest Form 10-K and Form 10-Q filed with the SEC.

#### About The Company

Founded in 1974, Gentex Corporation (The NASDAQ Global Select Market: GNTX) is a supplier of automatic-dimming rearview mirrors and electronics to the automotive industry, dimmable aircraft windows for aviation markets, and fire protection products to the fire protection market. Visit the Company's web site at [www.gentex.com](http://www.gentex.com)