

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 25, 2019



**MSA SAFETY INCORPORATED**

(Exact name of registrant as specified in its charter)

Pennsylvania

(State or other jurisdiction of incorporation or organization)

1-15579

(Commission File Number)

46-4914539

(IRS Employer Identification Number)

1000 Cranberry Woods Drive  
Cranberry Township, PA

(Address of principal executive offices)

16066

(Zip Code)

Registrant's telephone number, including area code: 724-776-8600

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:

- 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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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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.**

*d. Election of Director*

On February 25, 2019, the Board of Directors of MSA Safety Incorporated (the “Company”) elected Gregory B. Jordan to the Company’s Board of Directors effective immediately. The Company’s press release announcing the election is filed as an exhibit to this report.

At this time, Mr. Jordan has not been appointed to any Board committees. For his services, Mr. Jordan will receive the compensation paid to non-employee directors as described in the “Compensation of Directors” section of the Company’s most recent Proxy Statement dated April 6, 2018, which is incorporated herein by reference.

Mr. Jordan presently serves as executive vice president, general counsel and chief administrative officer of The PNC Financial Services Group, Inc. (“PNC”), a company with which the Company presently maintains certain business dealings, including a Third Amended and Restated Credit Agreement pursuant to which PNC serves as administrative agent and a lender. Total amounts paid by MSA to PNC in 2018 were approximately 0.02% of PNC’s 2018 revenues. In electing Mr. Jordan, the MSA Board of Directors has determined that MSA’s dealings with PNC do not constitute a related party transaction with respect to Mr. Jordan under Item 404 of Regulation S-K or under the Company’s Related Party Transactions Policy.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibit is being furnished as part of this Report.

Exhibit

No. Description

99.1 Press Release dated February 26, 2019

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 thereunto duly authorized.

MSA SAFETY INCORPORATED  
(Registrant)

By /s/ Douglas K. McClaine

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Douglas K. McClaine  
Senior Vice President, Secretary and  
Chief Legal Officer

Date: February 26, 2019

EXHIBIT INDEX

**Exhibit No.**

**Description**

99.1

[MSA Safety Incorporated Press Release dated February 26, 2019.](#)

**FROM:** MSA (MSA Safety Incorporated)  
Ticker: MSA (NYSE)  
Media Relations Contact: Mark Deasy – (724) 741-8570  
Investor Relations Contact: Elyse Lorenzato – (724) 741-8525

### ***PNC's Gregory B. Jordan Elected to MSA Board of Directors***

PITTSBURGH, February 26, 2019 – The Board of Directors of global safety equipment manufacturer MSA Safety Incorporated (NYSE: MSA) today announced that Gregory B. Jordan, executive vice president, general counsel and chief administrative officer of The PNC Financial Services Group, Inc. (NYSE: PNC), has been elected to MSA's Board of Directors. Mr. Jordan was elected as part of the company's Board succession plan for director retirement.

Prior to joining PNC, Mr. Jordan served as the global managing partner of Reed Smith LLP, and chairman of the senior management team and executive committee. During his tenure as managing partner, Reed Smith completed a series of combinations in the U.S., Europe, the Middle East and Asia, to become one of the largest legal services firms in the world.

"We're very pleased to have the opportunity to add Greg to the MSA Board," said William M. Lambert, MSA Chairman. "Greg's broad legal and management experience provides our team with greater depth and expertise in each of those areas. In addition, his success in developing Reed Smith into one of the world's largest providers of legal services, combined with his leadership responsibilities at one of the world's most recognized financial institutions, adds a level of perspective that I know will serve MSA, our Board, and our shareholders very well in the years to come," he said.

(more)

As general counsel and chief administrative officer of The PNC Financial Services Group, Mr. Jordan is responsible for all legal functions for the corporation and leads PNC's relationship with the government, including its regulatory affairs, regulatory policy and government affairs operations. Mr. Jordan also is responsible for PNC's Corporate Ethics Office, The PNC Foundation, Community Affairs, the Office of the Regional Presidents and Corporate Communications.

In addition to his PNC responsibilities, Mr. Jordan serves as a board member of Highmark Health and Highmark, Inc., the Pro Bono Institute and the Extra Mile Education Foundation. He also chairs the board of the Manchester Bidwell Corporation and the board of trustees of Bethany College. In addition, Mr. Jordan is the PNC observer of the board of directors of BlackRock, Inc.

Mr. Jordan earned his bachelor's degree from Bethany College and is a graduate of the University of Pittsburgh School of Law.

### *About MSA Safety*

*Established in 1914, MSA Safety Incorporated is the global leader in the development, manufacture and supply of safety products that protect people and facility infrastructures. Many MSA products integrate a combination of electronics, mechanical systems and advanced materials to protect users against hazardous or life-threatening situations. The company's comprehensive product line is used by workers around the world in a broad range of markets, including the oil, gas and petrochemical industry, the fire service, the construction industry, mining and the military. MSA's core products include self-contained breathing apparatus, fixed gas and flame detection systems, portable gas detection instruments, industrial head protection products, firefighter helmets and protective apparel, and fall protection devices. With 2018 revenues of \$1.4 billion, MSA employs approximately 4,800 people worldwide. The company is headquartered north of Pittsburgh in Cranberry Township, Pa., and has manufacturing operations in the United States, Europe, Asia and Latin America. With more than 40 international locations, MSA realizes approximately half of its revenue from outside North America. For more information visit MSA's web site at [www.MSAafety.com](http://www.MSAafety.com).*

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