

TENNECO INC  
Form 8-K  
December 12, 2018

**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): December 10, 2018**

**TENNECO INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**500 NORTH FIELD DRIVE, LAKE FOREST, ILLINOIS**

**1-12387**  
**(Commission**

**File Number)**

**76-0515284**  
**(IRS Employer**

**Identification No.)**

**60045**

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (847) 482-5000

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))

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 10, 2018, the Compensation Committee of the Board of Directors of Tenneco Inc. granted an award to Jason Hollar, Executive Vice President and Chief Financial Officer, in recognition of the work he completed in connection with the company's acquisition of Federal-Mogul LLC, as well as the work the company anticipates in connection with the previously announced separation of the company into two independent companies, in addition to his responsibilities as the Chief Financial Officer of the combined enterprise through the spinoff. The award consists of a \$250,000 cash award to be paid within 30 days after the successful separation and 23,020 restricted stock units that vest on the third anniversary of the grant date (50% of which convert into restricted stock units of the company to be spun off), in each case subject to his continued employment.

**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.

**TENNECO INC.**

Date: December 12, 2018

By: /s/ Brandon B. Smith  
Brandon B. Smith  
Senior Vice President, General Counsel and  
Corporate Secretary