

**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) **September 28, 2023**

Comfort Systems USA, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-13011
(Commission
File Number)

76-0526487
(IRS Employer
Identification No.)

675 Bering Drive, Suite 400
Houston, Texas
(Address of principal executive offices)

77057
(Zip Code)

Registrant's telephone number, including area code **(713) 830-9600**

(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.01 par value	FIX	New York Stock Exchange

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.

(d)

On September 25, 2023, based on the recommendation of the Nominating, Governance and Sustainability committee of the Board of Directors (the “Board”) of Comfort Systems USA, Inc. (the “Company”), the Board appointed Rhoman J. Hardy as a director commencing on October 1, 2023. Mr. Hardy has also been appointed as a member of the Audit Committee, effective October 1, 2023.

Mr. Hardy will be compensated for his service on the Company’s Board in the same manner as the Company’s other non-employee directors. The Company’s compensation package for non-employee directors consists of an annual retainer of \$80,000, additional fees for service as the chair of a committee or chair of the Board, and an annual award of fully vested shares of the Company’s common stock having a maximum fair market value on the grant date equal to \$160,000. Additional details about the Company’s non-employee director compensation program is available on pages 28 and 29 of the Company’s most recent proxy statement, filed with the SEC on April 6, 2023. In connection with his appointment to the Board, Mr. Hardy will enter into the Company’s standard director indemnification agreement.

Item 7.01. Regulation FD Disclosure

On September 28, 2023, the Company issued a press release announcing Mr. Hardy’s appointment to the Board. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

The information contained in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed “filed” for any purpose, and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as expressly set forth by specific reference in such filing.

ITEM 9.01 Financial Statements and Exhibits

(d) *Exhibits.*

[99.1 Press Release of Comfort Systems USA, Inc. dated September 28, 2023, announcing the Appointment of Rhoman J. Hardy to the Company’s Board of Directors.](#)

EXHIBIT INDEX

Exhibit Number	Exhibit Title or Description
99.1	Press Release of Comfort Systems USA, Inc. dated September 28, 2023, announcing the Appointment of Rhoman J. Hardy to the Company's Board of Directors.
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.

COMFORT SYSTEMS USA, INC.

By: /s/ Laura F. Howell

Laura F. Howell, Senior Vice President and General Counsel

Date: September 28, 2023



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Houston, Texas 77057
713-830-9600

FOR IMMEDIATE RELEASE

COMFORT SYSTEMS ANNOUNCES NEW BOARD MEMBER

Houston, TX – September 28, 2023 – Comfort Systems USA, Inc. (NYSE:FIX), a leading provider of commercial, industrial and institutional heating, ventilation, air conditioning and electrical contracting services, today announced the appointment of Rhoman J. Hardy to its Board of Directors (the “Board”).

Mr. Hardy brings to the Board added depth of experience technically and operationally as well as meaningful executive and board-level management expertise. Mr. Hardy, age 54, founded HardLine Consulting LLC in July 2022, providing expertise in strategy and leadership to companies focused on energy, technical services, and infrastructure. Prior to then, he served in various leadership positions with Shell USA, Inc., having most recently served as Senior Vice President, Shell Chemicals and Products, for the U.S. Gulf Coast from December 2018 until his retirement in May 2022 and General Manager, Shell Geismar Chemical Site, from June 2015 to December 2018. Mr. Hardy first joined Shell in 1988. Mr. Hardy is a director with HF Sinclair and an operating partner with Bernhard Capital. Mr. Hardy also serves on the board of the following non-profit organizations: Baton Rouge General Hospital System and Louisiana State University Foundation. He is a graduate of Louisiana State University with a B.S. in Electrical Engineering and Rice University with an Executive MBA. Mr. Hardy has a background in engineering and offers extensive technical and operational expertise as well as experience in executive management and service as a director on a public company board.

“It is an honor to welcome Rhoman to our Board. His deep operational experience and strategic thought leadership will contribute meaningfully to the Company, and we look forward to the addition of a talented leader and new perspective” said Brian Lane, President and CEO of the Company.

Comfort Systems USA® is a premier provider of business solutions addressing workplace comfort, with 173 locations in 131 cities across the nation. For more information, visit the Company’s website at www.comfortsystemsusa.com.
