

**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) **July 16, 2024**

**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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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 July 16, 2024, 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 Gaurav Kapoor as a director commencing on August 1, 2024. Mr. Kapoor has also been appointed as a member of the Audit Committee, effective August 1, 2024.

Mr. Kapoor 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 26 and 27 of the Company’s most recent proxy statement, filed with the SEC on April 8, 2024. In connection with his appointment to the Board, Mr. Kapoor will enter into the Company’s standard director indemnification agreement. There are no arrangements or understandings between Mr. Kapoor and any other person pursuant to which Mr. Kapoor was appointed as a director, and Mr. Kapoor is not a party to any transaction with the Company reportable pursuant to Item 404(a) of Regulation S-K.

**Item 7.01. Regulation FD Disclosure**

On July 19, 2024, the Company issued a press release announcing Mr. Kapoor’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 July 19, 2024, announcing the Appointment of Gaurav Kapoor to the Company’s Board of Directors.](#)

**EXHIBIT INDEX**

Exhibit Number	Exhibit Title or Description
99.1	<a href="#">Press Release of Comfort Systems USA, Inc. dated July 19, 2024, announcing the Appointment of Gaurav Kapoor to the Company's Board of Directors.</a>
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

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Laura F. Howell, Senior Vice President and General Counsel

Date: July 19, 2024



CONTACT: Julie Shaeff, Chief Accounting Officer  
[ir@comfortsystemsusa.com](mailto:ir@comfortsystemsusa.com); 713-830-9687

675 Bering Drive, Suite 400  
Houston, Texas 77057  
713-830-9600

**FOR IMMEDIATE RELEASE**

**COMFORT SYSTEMS ANNOUNCES NEW BOARD MEMBER**

**Houston, TX – July 19, 2024 – 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 Gaurav Kapoor to its Board of Directors (the “Board”).

Mr. Kapoor brings to the Board added depth of public company finance and accounting experience as well as extensive expertise in executive management and corporate strategy.

Mr. Kapoor, age 46, is Chief Financial & Operations Officer at AECOM (NYSE:ACM), a leading global infrastructure consulting firm delivering professional services throughout the project lifecycle. In this position, Mr. Kapoor oversees the company’s global operations and finance — including regional operations, financial planning and analysis, financial reporting, global shared services, internal audit, tax, treasury and global real estate. He is also a member of AECOM’s Executive Leadership Team. Mr. Kapoor has extensive financial leadership experience at AECOM, having served as Chief Accounting Officer and Global Controller since December 2016 and Treasurer since October 2019. He previously served in leadership roles at AECOM as Senior Vice President, Financial Planning & Analysis from January 2016 to December 2016 and Senior Vice President, Project Delivery, Americas Design Consulting Services from May 2015 to January 2016. Prior to joining AECOM in May 2015, Mr. Kapoor spent 15 years at Ernst & Young LLP, where he was an audit partner and held various leadership roles. He is a graduate of California State University-Fullerton with a B.B.A.

“We are pleased to announce an exceptional new member to our Board. Gaurav is committed to excellence in financial oversight and integrity and driving outstanding strategic performance. His expertise brings fresh understanding and best practices to our Board,” said Brian Lane, President and CEO of the Company.

Comfort Systems USA® is a premier provider of business solutions addressing workplace comfort, with 177 locations in 136 cities across the nation. For more information, visit the Company’s website at [www.comfortsystemsusa.com](http://www.comfortsystemsusa.com).

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