

**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): May 20, 2025

**MGP Ingredients, Inc.**

(Exact name of registrant as specified in its charter)

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

**0-17196**

(Commission  
File Number)

**45-4082531**  
(IRS Employer  
Identification No.)

**Cray Business Plaza  
100 Commercial Street  
Box 130**

**Atchison, Kansas 66002**

(Address of principal executive offices) (Zip Code)

**(913) 367-1480**

(Registrant's telephone number, including area code)

**Not Applicable**

(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))

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

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
Common Stock, no par value	MGPI	NASDAQ Global Select Market

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. ☐

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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The 2025 Annual Meeting of Stockholders (the “Annual Meeting”) of MGP Ingredients, Inc. (the “Company”) was held on May 20, 2025. At the Annual Meeting, the following matters were submitted to a vote of stockholders and the results of the vote were as follows:

**1. Election of directors.****(i) The individuals listed below were elected by holders of the Company’s common stock to serve as Group A directors.**

<b>Director</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Thomas A. Gerke	16,495,496	196,814	7,138	1,835,575
Donn Lux	16,262,169	432,284	4,995	1,835,575
Kevin S. Rauckman	14,541,758	2,150,510	7,180	1,835,575
Todd B. Siwak	16,490,839	200,431	8,178	1,835,575

**(ii) The individuals listed below were elected by holders of the Company’s preferred stock to serve as Group B directors.**

<b>Director</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Gerardo I. Lopez	297	0	0
Jennifer Lowry*	297	0	0
Lori L.S. Mingus	297	0	0
Martin Roper	297	0	0
Karen L. Seaberg	297	0	0

\* Ms. Lowry was nominated by the holder of a majority of the Company's preferred stock at the Annual Meeting.

**2. The Company’s stockholders ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm for 2025.**

<b>Class</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Common Stock	18,354,151	176,314	4,558	0
Preferred Stock	297	0	0	0

**3. The Company’s stockholders approved, on an advisory basis, the compensation of the Company’s named executive officers.**

<b>Class</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Common Stock	16,484,173	171,186	44,089	1,835,575
Preferred Stock	297	0	0	0

**Item 7.01. Regulation FD Disclosure.**

On May 27, 2025, the Company issued a press release announcing Board of Director leadership changes. A copy of this press release is being furnished as Exhibit 99.1 and is incorporated herein by reference.

The information contained in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit Number	Description
99.1	<a href="#">Press release dated May 27, 2025</a>
104	The cover page from this Current Report on Form 8-K, formatted in iXBRL (Inline Extensible Business Reporting Language)

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## 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.

MGP INGREDIENTS, INC.

Date: May 27, 2025

By: /s/ Brandon M. Gall  
Brandon M. Gall, Interim President and Chief Executive Officer; Chief  
Financial Officer



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Atchison, Kansas 66002-0130  
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# NEWS RELEASE

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## **MGP Ingredients Announces Board Leadership Changes**

**ATCHISON, Kan., May 27, 2025 - MGP Ingredients, Inc. (Nasdaq: MGPI)**, a leading provider of branded and distilled spirits and food ingredient solutions, announced that Martin Roper has been elected Chairman of the Board effective May 22, 2025.

Martin Roper joined the MGP Board of Directors in April 2025 and brings more than 25 years of beverage industry experience, including nearly two decades as CEO of The Boston Beer Company and his current position as CEO of The Vita Coco Company.

"It's an honor to take on the role of Chairman at a dynamic time for MGP," said Martin Roper. "The company has built a strong foundation and is making meaningful progress across its focused initiatives. I look forward to working with my fellow directors and management to build on that progress, sharpening our strategic priorities, strengthening our execution capabilities, and delivering sustained value to shareholders."

"Martin's appointment comes at a critical juncture for the company as we continue our evolution into a premier, branded spirits organization," said Brandon Gall, Interim President and CEO, and CFO. "His deep industry expertise, fresh perspective, and strong track record of value creation in the public markets will be highly valuable as MGP enters its next phase of growth."

Concurrent with the change of Chairman of the Board, the board appointed Jennifer Lowry as the Chair of the Audit Committee, Todd Siwak as the Chair of the Nominating and Governance Committee, and Tom Gerke as the Chair of the Human Resources and Compensation Committee of the Board.

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### **About MGP**

MGP Ingredients, Inc. (Nasdaq: MGPI) has been formulating excellence since 1941 by bringing product ideas to life across the alcoholic beverage and specialty ingredient industries through three segments: Branded Spirits, Distilling Solutions, and Ingredient Solutions. MGP is one of the leading spirits distillers with an award-winning portfolio of premium brands including Penelope, Rebel, Remus, and Yellowstone

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bourbons and El Mayor tequila, under the Luxco umbrella. With distilleries in Indiana and Kentucky, a tequila distillery joint venture in Arandas, Mexico, and bottling operations in Missouri, Ohio, and Northern Ireland, the company creates distilled spirits for customers including many world-renowned spirits brands. In addition, the company's high-quality specialty fiber, protein, and starch ingredients provide functional, nutritional, and sensory solutions for a wide range of food products. To learn more, please visit [MGPIngredients.com](http://MGPIngredients.com).

#### **For More Information**

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