

**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): **April 20, 2021**

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**CONCRETE PUMPING HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

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

**001-38166**  
(Commission  
File Number)

**83-1779605**  
(IRS Employer  
Identification No.)

**500 E. 84th Avenue, Suite A-5**  
**Thornton, Colorado 80229**  
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(303) 289-7497**

**N/A**  
(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.0001 par value	BBCP	The Nasdaq Capital 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

The information set forth below in Item 5.07 is incorporated herein by reference.

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

On April 20, 2021 Concrete Pumping Holdings, Inc. (the “Company,” “our” or “we”) held the 2021 annual meeting of its stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders voted on the matters set forth below.

*1. Election of Directors*

Our stockholders elected each of Bruce Young, M. Brent Stevens, Ryan Beres, and Tom Armstrong as Class III directors to serve until the 2024 annual meeting of stockholders and until his or her successor has been duly elected and qualified. We set forth below the results of the stockholder vote for each director nominee:

<b>Director</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Bruce Young	42,109,923	2,039,986	4,610,769
M. Brent Stevens	34,254,354	9,895,555	4,610,769
Tom Armstrong	44,143,882	6,027	4,610,769
Ryan Beres	44,103,033	46,876	4,610,769

*2. Ratification of Appointment of Independent Registered Public Accounting Firm*

Our stockholders ratified the appointment of BDO USA, LLP as our independent registered public accounting firm for our fiscal year ending October 31, 2021. We set forth below the results of the stockholder vote on this proposal:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
48,709,883	47,643	3,152

## **Governance Changes Following Annual Meeting**

On April 20, 2021, Mr. Matthew Homme resigned from the Board of Directors (the “Board”) of the Company, effective immediately following the Annual Meeting.

In addition, following the Company’s Annual Meeting, the Board, including new directors elected by holders of the Company’s common stock, took the following actions on April 20, 2021:

- The Board appointed Mr. Howard D. Morgan to serve as Chair of the Board and Mr. Brian Hodges to serve as Vice Chair of the Board, replacing Mr. Brown and Mr. Osman, respectively, who did not stand for re-election at the Annual Meeting.
- Elected Mr. Stephen Alarcon as a Class I Director to fill the vacancy created by Mr. Homme’s resignation from the Board. The Board also appointed Mr. Alarcon to serve as a member of the Company’s Corporate Governance and Nominating Committee.

Mr. Alarcon, age 38, is a Vice President at Peninsula Pacific, a private investment fund focused on control investments in the gaming, consumer and industrial sectors. Prior to joining Peninsula Pacific in 2013, Mr. Alarcon was a Vice President with Aurora Resurgence where he focused on buyouts and special situations investments for middle-market companies and served on the boards of directors of multiple portfolio companies in North America and Europe. Previously, Mr. Alarcon was an Analyst in the distressed investing team of Highland Capital Management, a global leading alternative investment management firm. Prior to Highland, Mr. Alarcon was an Analyst in the Global Leveraged Finance Group at Lehman Brothers, specializing in high yield and mezzanine underwritings, mergers and acquisitions, and restructuring advisory assignments for companies across a broad range of industries both domestically and internationally. Mr. Alarcon received a Bachelor of Business Administration, with high honors, from the McCombs School of Business at University of Texas at Austin.

In connection with his election and appointment, the Board determined that Mr. Alarcon is an “independent director” in accordance with Section 5605(a) (2) of Nasdaq Listing Rules. Mr. Alarcon’s term will expire at the Company’s 2022 annual meeting of stockholders or his earlier resignation or removal. As of the date of this Current Report on Form 8-K, neither Mr. Alarcon nor any of his immediate family members is a party, either directly or indirectly, to any transaction that would be required to be reported under Rule 404(a) of Regulation S-K, nor is Mr. Alarcon party to any understanding or arrangement pursuant to which he was appointed as a director.

- Appointed Mr. Tom Armstrong, a newly elected Board member, as a member of the Audit Committee and a member of the Compensation Committee.

In connection with his appointment as member of the Audit Committee, the Board determined that Mr. Tom Armstrong, an independent director, also meets the requirement for audit committee independence and service pursuant to the Nasdaq Listing Rules and is an “audit committee financial expert,” as defined in Item 407(d)(5)(ii) of Regulation S-K. In connection with his appointment to the Compensation Committee, the Board determined Mr. Armstrong is also independent for purposes of compensation committee service in accordance with Nasdaq Listing Rules.

Messrs. Beres, Armstrong and Alarcon will be compensated for their service on the Board in accordance with the Company’s standard director compensation program for non-employee directors as in effect from time to time and described in the Company’s proxy statement.

In connection with their appointments to the Board, Messrs. Beres, Armstrong and Alarcon entered into a standard indemnification agreement with the Company substantially in the form previously approved by the Board and filed as Exhibit 10.18 to the Company’s Annual Report on Form 10-K for the fiscal year ended October 31, 2020.

A copy of the Company’s press release issued on April 21, 2021 regarding these developments is filed as Exhibit 99.1 to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

*(d) Exhibits*

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press release dated April 21, 2021</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CONCRETE PUMPING HOLDINGS, INC.**

By: /s/ Iain Humphries  
Name: Iain Humphries  
Title: Chief Financial Officer and Secretary

Dated: April 20, 2021

## Concrete Pumping Holdings Announces Changes to Board of Directors

**DENVER, CO – April 21, 2021** – Concrete Pumping Holdings, Inc. (Nasdaq: BBCP) (“CPH” or the “Company”), a leading provider of concrete pumping and waste management services in the U.S. and U.K., today announced the following changes to its board of directors (the “Board”).

### Changes to the Board

Howard D. Morgan, who has served as director of CPH since 2018, was appointed chair of the Board, filling the vacancy left by David Brown who did not stand for reelection at the Company’s 2021 annual shareholder’s meeting. Morgan served as CEO and director of Industrea Acquisition Corp., the SPAC that took CPH public, from April 2017 until the consummation of the business combination in December 2018. Morgan currently serves as managing partner and co-founder of Argand Partners, LP (“Argand”), a middle-market private equity firm, and has been a member of Argand’s management committee and investment committee since September 2015. Prior to forming Argand, Morgan held roles at Castle Harlan, CHAMP Private Equity, The Ropart Group, and Allen & Company, Inc. He has experience serving on over one dozen boards. Current director Brian Hodges was appointed to vice chair of the Board, filling the vacancy left by Tariq Osman who did not stand for reelection at the Company’s 2021 annual shareholder’s meeting.

Matthew Homme, one of the Company’s directors, has decided to step down from the Board. As a result, the Board appointed Stephen Alarcon as a director and as a member of the Company’s corporate governance and nominating committee. He has a strong track record of merger and acquisitions success, currently serves as a vice president at Peninsula Pacific, a private investment fund focused on control investments in the gaming, consumer and industrial sectors, and has been a board observer of the Company since December 2018. Prior to joining Peninsula Pacific in 2013, Alarcon was a vice president at Aurora Resurgence where he focused on buyouts and special situations investments for middle-market companies. He has also held various positions at Highland Capital Management and Lehman Brothers. Alarcon earned a Bachelor of Business Administration, with high honors, from the McCombs School of Business at University of Texas at Austin.

At the 2021 annual shareholder’s meeting held on April 20, 2021, Tom Armstrong and Ryan Beres were also elected as directors of the board.

Tom Armstrong has more than 30 years of leadership experience in the industrial manufacturing and services industry. He was a founding board member of Industrea Acquisition Corp. Armstrong currently works at TKA Investments, LLC, a business advisory service he founded. Since 2016 he has served as a board member of Sigma Electric, Inc. Prior to those roles, he was president and COO of Engineered Products at Bradken, a U.S. subsidiary of Bradken Ltd. He has also held positions at AmeriCast Technologies’, Atchison Casting Corporation, and Texas Steel Company. Armstrong earned his bachelor’s degree in Industrial and Systems Engineering from Georgia Tech.

Ryan Beres is a vice president of Argand and a member of the board of directors for Brintons Carpets. He has been a member of the Argand team supporting Industrea prior to its acquisition of the Company and he has been a board observer of the Company since December 2018. Previously, he was an investment banking analyst at Goldman Sachs in New York, where he focused on mergers and acquisitions and capital market transactions across a variety of industries including power, energy, chemicals and metals & mining. Beres graduated cum laude from Hamilton College with a B.A. in Mandarin Chinese and a minor in Government.

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## Changes to the Board Committees

Howard D. Morgan was appointed as chair of the nominating and corporate governance committee. Stephen Alarcon and Heather Faust were each appointed as members of the nominating and corporate governance committee.

Tom Armstrong was appointed as a member of the audit committee and the compensation committee.

As a result of the foregoing changes, the composition of the Board committees is now as follows:

BOARD MEMBERS	AUDIT	COMPENSATION	NOMINATING AND CORPORATE GOVERNANCE
Brian Hodges		Chair	
Bruce Young			
David G. Hall			Member
Heather Faust			Member
Howard D. Morgan		Member	Chair
Iain Humphries			
John M. Piecuch	Chair		
M. Brent Stevens			
Ray Cheesman	Member	Member	
Ryan Beres			
Stephen Alarcon			Member
Tom Armstrong	Member	Member	

“As we continue to execute on our plan of growing market share and pursuing strategic M&A opportunities, I am honored to accept the role of chair of the Board,” commented Howard D. Morgan, Chair of Concrete Pumping Holdings. “Our new additions of Tom, Stephen and Ryan bring highly valuable skillsets, years of relevant industry experience and extensive knowledge of how to grow a business through acquisitions. We look forward to overseeing the great momentum CPH has in its business and driving shareholder value in the years to come.”

Bruce Young, president, CEO and director of Concrete Pumping Holdings commented, “We are pleased with today’s board appointments, as all three are well-aligned with our vision to drive market share through organic growth and strategic M&A. It has been a pleasure working with David, Tariq and Matthew—their service over the past few years and dedication to our company has been invaluable and I wish them all the best.”

## About Concrete Pumping Holdings

Concrete Pumping Holdings is the leading provider of concrete pumping services and concrete waste management services in the fragmented U.S. and U.K. markets, primarily operating under what we believe are the only established, national brands in both geographies – Brundage-Bone for concrete pumping in the U.S., Camfaud in the U.K., and Eco-Pan for waste management services in both the U.S. and U.K. The Company’s large fleet of specialized pumping equipment and trained operators position it to deliver concrete placement solutions that facilitate labor cost savings to customers, shorten concrete placement times, enhance worksite safety and improve construction quality. Highly complementary to its core concrete pumping service, Eco-Pan seeks to provide a full-service, cost-effective, regulatory-compliant solution to manage environmental issues caused by concrete washout. As of October 31, 2020, the Company provided concrete pumping services in the U.S. from a footprint of approximately 90 locations across 22 states, concrete pumping services in the U.K. from 30 locations, and route-based concrete waste management services from 16 locations in the U.S. and 1 shared location in the U.K. For more information, please visit [www.concretepumpingholdings.com](http://www.concretepumpingholdings.com) or the Company’s brand websites at [www.brundagebone.com](http://www.brundagebone.com), [www.camfaud.co.uk](http://www.camfaud.co.uk), or [www.eco-pan.com](http://www.eco-pan.com).

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