

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A
(Amendment No. 1)**

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 13, 2020 (July 31, 2020)

IES Holdings, Inc.

(Exact name of registrant as specified in Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-13783
(Commission
File Number)

76-0542208
(I.R.S. Employer
Identification No.)

5433 Westheimer Road, Suite 500, Houston, Texas 77056
(Address of principal executive offices)

Registrant's telephone number, including area code: (713) 860-1500

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, par value \$0.01 per share	IESC	NASDAQ Global Market
Rights to Purchase Preferred Stock	IESC	NASDAQ Global 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.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 3, 2020, IES Holdings, Inc., a Delaware corporation (the “Company”), announced the appointment of Jeffrey L. Gendell as Interim Chief Executive Officer of the Company, effective as of July 31, 2020. On August 13, 2020, the Company entered into a letter agreement (the “Letter Agreement”) with Mr. Gendell to memorialize the terms of Mr. Gendell’s employment with the Company. In accordance with the Letter Agreement, as Interim Chief Executive Officer of the Company, Mr. Gendell will receive a base salary at an annual rate of \$600,000 and will be eligible to participate in certain of the Company’s benefit plans. During his term as Interim Chief Executive Officer, Mr. Gendell will not be entitled to any fees or other compensation for his services as a director and the Chairman of the Company’s Board of Directors and will not participate in the Company’s Amended and Restated Executive Officer Severance Benefit Plan.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
10.1	Letter Agreement dated August 13, 2020.
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.

Date: August 14, 2020

IES HOLDINGS, INC.

/s/ Mary K. Newman

Mary K. Newman

General Counsel & Corporate Secretary



August 13, 2020

Jeffrey L. Gendell
One Sound Shore Drive, Suite 500
Greenwich, CT 06830

Dear Mr. Gendell

This letter is to clarify your position as Interim Chief Executive Officer of IES Holdings, Inc. (together with its subsidiaries and affiliates, the "Company") as regular, exempt, full-time employment at a bimonthly salary of \$25,000, payable on the 15th and last day of each month, which annualized would equate to \$600,000. As an employee of the Company, you will not be eligible to receive any additional compensation for your service on the Board of Directors of the Company. A Company laptop, mobile phone, and corporate credit card will be provided for business purposes. Your start date was effective as of July 31, 2020.

Your responsibilities include all aspects of the Interim Chief Executive Officer function, supporting the Company. Travel will be required for this position.

With respect to benefits, you will be eligible to participate in the Company's medical, vision, dental and other benefits programs, as well as 401(k) Retirement Savings Plan. Your enrollment packet will be sent to your home address before the date you become eligible for benefits, which will be October 1, 2020.

Please indicate your acceptance of these terms by signing the below Confirmation of Acceptance and returning it to me by email. If you should have any questions concerning the above, please contact me at (917) 334-0030. We look forward to the great opportunities that are ahead of us and the contributions you will make.

Sincerely,

/s/ Mary Newman
Mary Newman
General Counsel and Corporate Secretary

CONFIRMATION OF ACCEPTANCE

This offer letter is intended to clarify the terms of my employment with the Company. Nothing in this letter should be considered as altering the employment at-will relationship or creating an express or implied contract or promise.

Accepted this 13th day of August, 2020

/s/ Jeffrey L. Gendell
Jeffrey L. Gendell