

**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 21, 2021

IES HOLDINGS, INC.

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 and zip code)

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 Instructions 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	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 3.03. Material Modification to Rights of Security Holders.

In January 2013, IES Holdings, Inc. (the “**Company**”) entered into that certain Tax Benefit Protection Plan Agreement (the “**2013 Rights Plan**”) by and between the Company and American Stock Transfer & Trust Company, LLC, as rights agent (the “**Rights Agent**”), and thereafter, the Company declared a dividend of one preferred share purchase right (a “**2013 Right**”) for each share of the Company’s common stock, par value \$0.01 per share (the “**Common Stock**”) then outstanding. Each 2013 Right represented a right to purchase one one-thousandth of a share of the Company’s Series A Junior Participating Preferred Stock, par value \$0.01 per share (“**Series A Preferred Stock**”), at the purchase price set forth in the 2013 Rights Plan. In accordance with the terms of the 2013 Rights Plan, the 2013 Rights expired and the 2013 Rights Plan terminated in 2016.

On November 8, 2016, the Company entered into that certain Tax Benefit Protection Plan Agreement by and between the Company and the Rights Agent, as amended by Amendment No. 1 to Tax Benefit Protection Plan Agreement, dated May 7, 2021 (the “**2016 Rights Plan**”). On November 8, 2016, the Company again declared a dividend of one preferred share purchase right (a “**2016 Right**”) for each share of Common Stock then outstanding. Each 2016 Right represented a right to purchase one one-thousandth of a share of Series A Preferred Stock at the purchase price set forth in the 2016 Rights Plan. In accordance with the terms of the 2016 Rights Plan, the 2016 Rights expired and the 2016 Rights Plan terminated at the close of business on May 21, 2021.

In connection with the adoption of the 2013 Rights Plan, the Company filed a Certificate of Designation of Series A Junior Participating Preferred Stock with the Secretary of State of the State of Delaware setting forth the rights, powers and preferences of the Series A Preferred Stock. On May 24, 2021, the Company filed a Certificate of Elimination of Series A Junior Participating Preferred Stock with the Secretary of State of the State of Delaware eliminating the Series A Preferred Stock and returning the shares designated as Series A Preferred Stock to authorized but unissued and undesignated shares of the Company’s preferred stock.

The foregoing description of the Certificate of Elimination is qualified in its entirety by reference to the full text of the Certificate of Elimination, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The information set forth under Item 3.03 above is hereby incorporated by reference into this Item 5.03.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.1 —	<u>Certificate of Elimination of Series A Junior Participating Preferred Stock of IES Holdings, Inc., as filed with the Secretary of State of the State of Delaware on May 24, 2021.</u>
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: May 24, 2021

IES HOLDINGS, INC.

/s/ Mary K. Newman

Mary K. Newman

Vice President, General Counsel and Corporate Secretary

**CERTIFICATE OF ELIMINATION
OF
SERIES A JUNIOR PARTICIPATING PREFERRED STOCK
OF
IES HOLDINGS, INC.**

(Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware)

IES Holdings, Inc. (the “**Company**”), a corporation organized and existing under the General Corporation Law of the State of Delaware (the “**DGCL**”), in accordance with the provisions of Section 151(g) of the DGCL, hereby certifies as follows:

FIRST: Pursuant to the authority granted to and vested in the Board of Directors of the Company (the “**Board of Directors**”) in accordance with the DGCL and the provisions of the Company’s Second Amended and Restated Certificate of Incorporation, as amended to date (the “**Certificate of Incorporation**”), the Board of Directors previously adopted resolutions creating and authorizing the issuance of 100,000 shares of Series A Junior Participating Preferred Stock (the “**Series A Preferred Stock**”) of the Company having the rights, powers and preferences set forth in the Company’s Certificate of Designation of Series A Junior Participating Preferred Stock, filed with the Secretary of State of the State of Delaware on January 28, 2013 (the “**Certificate of Designation**”).

SECOND: No shares of Series A Preferred Stock are outstanding and no shares of Series A Preferred Stock have been issued subject to the Certificate of Designation.

THIRD: Pursuant to the authority granted to and vested in the Board of Directors in accordance with the DGCL and the provisions of the Certificate of Incorporation, the Board of Directors adopted the following resolutions on May 7, 2021 (the “**Resolutions**”), in connection with the Board of Directors’ authorization and approval of the amendment (the “**Amendment**”) and accelerated termination (the “**Accelerated Termination**”) of the Company’s Tax Benefit Protection Plan Agreement, dated November 8, 2016, by and between the Company and American Stock Transfer & Trust Company, LLC, as rights agent (the “**NOL Rights Plan**”):

NOW THEREFORE, LET IT BE RESOLVED, that the Board hereby authorizes and approves the Amendment and the Accelerated Termination of the NOL Rights Plan; and

FURTHER RESOLVED, that the executive officers of the Company (collectively, the “**Authorized Officers**”) be, and each of them hereby is, authorized, empowered and directed, in the name of and on behalf of the Company, to execute and deliver the Amendment, in substantially the form attached hereto as Exhibit A, with such changes, modifications, additions and deletions as any Authorized Officer executing the Amendment may determine to be appropriate, such determination to be conclusively evidenced by such Authorized Officer’s execution and delivery of the Amendment; and

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to file or cause to be filed a Certificate of Elimination, Form 15 and one or more Form 8-Ks as may be required or advisable in connection with the Amendment and the Accelerated Termination of NOL Rights Plan, as applicable, and the deregistration and elimination of the preferred share purchase rights and Series A Preferred Stock, respectively, in connection therewith; and

FURTHER RESOLVED, that the Authorized Officers, be, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of the Company, to do and perform, or cause to be done and performed, all such other acts, deeds and things, to make, execute, and deliver, or cause to be made, executed, and delivered, all such other agreements, undertakings, documents, instruments and certificates, including the certificate contemplated by Section 26 of the NOL Rights Plan, as such Authorized Officer(s) deem necessary or appropriate to effectuate or carry out fully the purpose and intent of the foregoing resolutions, including the performance of the obligations of the Company under any agreement referred to herein or contemplated hereby, in each case, as conclusively evidenced by the taking of such action or the execution and delivery of such agreement, undertaking, document, instrument or certificate, as the case may be, by or under the direction of any Authorized Officer; and

FURTHER RESOLVED, that all acts, transactions or agreements undertaken by any of the Authorized Officers prior to the adoption of these resolutions, and in connection with or furtherance of any of the foregoing matters, be, and hereby are, adopted, approved, ratified and confirmed in all respects and for all purposes as the validly authorized acts and deeds of the Company.

FOURTH: In accordance with the foregoing Resolutions and Section 151(g) of the DGCL, all matters set forth in the Certificate of Designation with respect to the Series A Preferred Stock be, and hereby are, eliminated from the Certificate of Incorporation.

FIFTH: All shares of Series A Preferred Stock shall resume the status of authorized but unissued and undesignated shares of the Company's preferred stock, par value \$.01 per share.

IN WITNESS WHEREOF, the Company has caused this Certificate of Elimination to be acknowledged as true in its corporate name and executed by its duly authorized officer this 24th day of March, 2021.

IES HOLDINGS, INC.

By: /s/ Mary K. Newman

Name: Mary K. Newman

Title: Vice President, General Counsel and
Corporate Secretary