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 3, 2024

LOGO

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation) 1-4018 (Commission File Number)

53-02578 (I.R.S. Emplo Identification

3005 Highland Parkway
Downers Grove, Illinois
(Address of Principal Executive Offices)

60515 (Zip Code)

(630) 541-1540 (Registrant's telephone number, including area code)

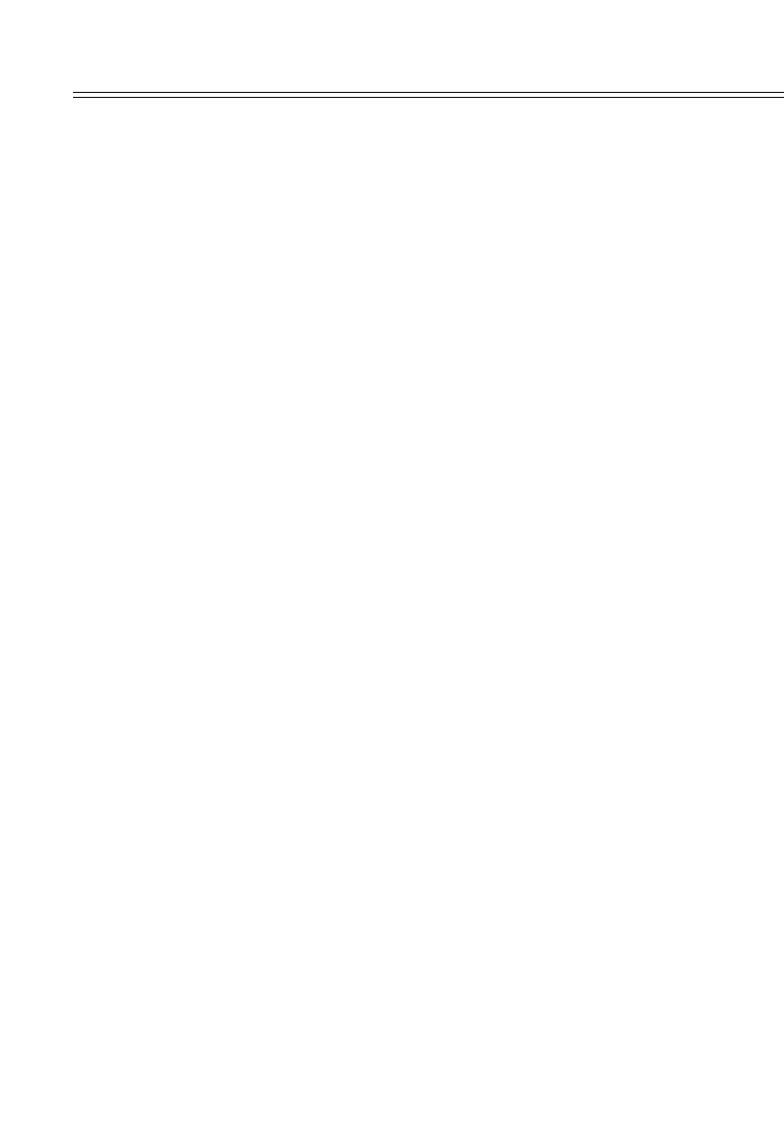
| | eck the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing oblistrant under any of the following provisions (see General Instruction A.2. below): |
|-----|--|
| | Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425) |
| | 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 24 |
| | Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 24 |
| Sec | urities registered pursuant to Section 12(b) of the Act: |

| Title of each class | Trading Symbol(s) | Name of each ex on which regis |
|-----------------------|----------------------|-----------------------------------|
| Common Stock | DOV | New York Stock l |
| 1.250% Notes due 2026 | DOV 26 | New York Stock l |
| 0.750% Notes due 2027 | DOV 27 | New York Stock l |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 chapter).

Emerging gro

If an emerging growth company, indicate by check mark if the registrant has elected not to use the exterperiod for complying with any new or revised financial accounting standards provided pursuant to Section Exchange Act. \Box



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

On May 3, 2024, Dover Corporation (the "Company") held its Annual Meeting of Shareholders (the "Annual Meeting, upon the recommendation of the Company's Board of Directors, the shareholders Company approved a proposal to amend the Company's Fifth Restated Certificate of Incorporation (the "Amendment") to provide for exculpation of corporate officers as permitted by Delaware law. The Certificate Amendment became effective upon the filing of the Company's Sixth Restated Certificate of Incorporation Secretary of State of the State of Delaware (the "Secretary of State") on May 7, 2024. The Sixth Restated Incorporation also integrates all prior amendments and certificates previously filed with the Secretary of single document.

The foregoing description is qualified in its entirety by reference to the text of the Company's Sixth Resta of Incorporation, a copy of which is filed hereto as Exhibit 3.1 to this Current Report on Form 8-K and is herein by reference.

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

On May 3, 2024, the Company held its Annual Meeting. At the Annual Meeting, the shareholders:

- (1) elected ten directors,
- (2) ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered p accounting firm for 2024,
- (3) approved, on an advisory basis, the compensation of the Company's named executive officers as desc Compensation Discussion and Analysis and the accompanying tables in the proxy statement ("Say-on-Pay Annual Meeting, and
- (4) approved an amendment to the Company's Fifth Restated Certificate of Incorporation to reflect recerprovisions regarding officer exculpation.

The voting results for each such proposal are reported below.

1. To elect ten directors:

| | For | Against | Abstain | Broker Non-V |
|---------------------|-------------|-----------|---------|--------------|
| Deborah L. DeHaas | 115,774,909 | 1,041,906 | 195,301 | 7,972,399 |
| H. John Gilbertson, | | | | |
| Jr. | 115,380,588 | 1,435,531 | 195,997 | 7,972,399 |
| Kristiane C. | | | | |
| Graham | 113,116,249 | 3,670,775 | 225,092 | 7,972,399 |
| Marc A. Howze | 116,379,516 | 461,998 | 170,602 | 7,972,399 |
| Michael F. | | | | |
| Johnston | 111,124,435 | 5,622,633 | 265,048 | 7,972,399 |
| Michael Manley | 116,168,717 | 649,134 | 194,265 | 7,972,399 |
| Danita K. Ostling | 116,508,505 | 325,743 | 177,868 | 7,972,399 |
| Eric A. Spiegel | 115,958,568 | 874,712 | 178,836 | 7,972,399 |
| Richard J. Tobin | 111,489,643 | 5,057,003 | 465,470 | 7,972,399 |
| Keith E. Wandell | 114,202,922 | 2,617,429 | 191,765 | 7,972,399 |

2. To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered paccounting firm for 2024:

For Against Abstain Broker Non-Vote 119,579,646 5,212,008 192,861 7,972,399

3. To approve, on an advisory basis, the compensation of the Company's named executive officers:

For Against Abstain Broker Non-Vote 109,345,902 7,320,389 345,825 7,972,399

4. To approve an amendment to the Company's Fifth Restated Certificate of Incorporation to reflect rece law provisions regarding officer exculpation:

For Against Abstain Broker Non-Vote 96,549,118 20,201,451 261,547 7,972,399

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description | | | |
|----------------|--|--|--|--|
| 3.1 | Sixth Restated Certificate of Incorporation of the Company (as filed with the Secretary of Stat the State of Delaware on May 7, 2024). | | | |
| 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 on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 8, 2024 **DOVER CORPORATION**

(Registrant)

By: /s/ Ivonne M. Cabrera

Ivonne M. Cabrera

Senior Vice President, General Counse