

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): **November 11, 2021**

CALAVO GROWERS, INC.

(Exact Name of Registrant as Specified in Charter)

<u>California</u> (State or Other Jurisdiction of Incorporation)	<u>000-33385</u> (Commission File Number)	<u>33-0945304</u> (IRS Employer Identification No.)
--	--	---

1141-A Cummings Road, Santa Paula, California 93060

(Address of Principal Executive Offices) (Zip Code)

(Former Name or Former Address, if Changed Since Last Report)

Registrant's telephone number, including area code: **(805) 525-1245**

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:

- 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	CVGW	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 November 11, 2021, Calavo Growers, Inc. (“Calavo”) appointed Adriana Mendizabal to its Board of Directors, effective December 1, 2021.

Ms. Mendizabal, age 57, is Group President for Stanley Black & Decker Latin America, a diversified global provider of hand tools, power tools, and other products and services, a role she has held since 2019. Prior to her current position, Ms. Mendizabal was with Nature’s Sunshine Products, a manufacturer and marketer of dietary supplements and personal care products, from 2012 to 2019 where she was Business Unit President and Global Chief Marketing & Innovations Officer. Prior to that she held roles at Visa USA, Herbalife, Johnson & Johnson, Kodak, PepsiCo-Mexico and Procter & Gamble.

Ms. Mendizabal served as an independent director and member of the audit committee for the Bank of New York Mellon’s Mexico subsidiary from 2008 to 2015. She currently is an executive member of the Latino Corporate Directors Association. Ms. Medizabal has not been, and is not expected to be, named to any committee of the Board of Directors at this time.

On November 11, 2021, director Scott Van Der Kar gave notice of his retirement from the Board of Directors effective January 3, 2022 and that he will not stand for re-election at Calavo’s 2022 annual meeting of shareholders. Mr. Van Der Kar’s decision was not the result of any disagreements with Calavo on any matter relating to Calavo’s operations, policies or practices.

Item 7.01. Regulation FD Disclosure.

On November 17, 2021, the Company issued a press release announcing the appointment of Ms. Mendizabal to the Board of Directors and the retirement of Mr. Van Der Kar from the Board of Directors. A copy of the press release is filed as Exhibit 99.1 hereto and incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, Exhibit 99.1 is being furnished and shall not be deemed to be “filed” for 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, and shall not be deemed to be incorporated by reference into any of Calavo’s filings under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press Release dated November 17, 2021](#)

104 Cover Page Interactive Data File (formatted as inline XBRL).

SIGNATURE

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.

November 17, 2021

Calavo Growers, Inc.

By: /s/ Steve Hollister
Steve Hollister
Interim Chief Executive Officer



Calavo Growers Announces Changes to its Board of Directors

Adriana G. Mendizabal to Join as Independent Director; Scott Van Der Kar to Step Down

SANTA PAULA, Calif., Nov. 17, 2021—Calavo Growers, Inc. (Nasdaq-GS: CVGW) (“Calavo” “Company”), a global avocado-industry leader and provider of value-added fresh food, today announced the appointment of Adriana G. Mendizabal to its Board of Directors, effective December 1, 2021.

Mendizabal has a career spanning more than 30 years leading successful business turnarounds and transformations and igniting new businesses to achieve sustainable growth. She is Group President for Stanley Black & Decker Latin America, a role she has held since 2019. Prior to her current position, Mendizabal was with Nature’s Sunshine Products from 2012 to 2019 where she was Business Unit President and Global Chief Marketing & Innovations Officer. Prior to that she held roles at Visa USA, Herbalife, Johnson & Johnson, Kodak, PepsiCo-Mexico and Procter & Gamble. She was named one of Mexico’s Top 10 most powerful women in business by CNN’s Expansion Business Magazine.

Mendizabal has served as an independent director and member of the audit committee for the Bank of New York Mellon’s Mexico subsidiary from 2008 to 2015. She currently is an executive member of the Latino Corporate Directors Association. A graduate of Tecnológico de Estudios Superiores de Monterrey-UEM, she holds a bachelor’s degree in marketing and business.

“Calavo is extremely fortunate to have someone of Adriana Mendizabal’s caliber and experience join our board of directors,” said Steven Hollister, interim Chief Executive Officer of Calavo Growers. “Her track record as a leader who drives shareholder value will make her an integral member of our board and a valued advisor to our leadership team.”

The company also announced that long-time director Scott Van Der Kar has decided to retire from the board effective Jan. 3, 2022.

“Scott has been a key member of our board, and we appreciate his many contributions that have guided Calavo over the years. On behalf of the entire board, I want to thank Scott for his 27 years of service and counsel.”

Following these changes, Calavo’s Board will comprise 11 directors, seven of whom qualify as independent directors under the independence standards of The Nasdaq Stock Market.

About Calavo Growers, Inc.

Calavo Growers, Inc. is a global avocado-industry leader and provider of value-added fresh food serving retail grocery, foodservice, club stores, mass merchandisers, food distributors and wholesalers worldwide. The Company’s Fresh segment procures and markets fresh avocados and select other fresh produce, including tomatoes and papayas. The Renaissance Food Group (RFG) segment creates, markets and distributes a portfolio of healthy fresh foods, including fresh-cut fruit, fresh-cut vegetables and prepared foods. The Foods segment manufactures and distributes guacamole and salsa. Founded in 1924, Calavo’s fresh food products are sold under the respected Calavo brand name as well as Garden Highway, Chef Essentials and several private label and store brands.

Contact: Financial Profiles, Inc.
Julie Kegley, Senior Vice President
(310) 622-8246
calavo@finprofiles.com