

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of report (date of earliest event reported): **March 7, 2025**

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**LENNOX INTERNATIONAL INC.**

(Exact name of registrant as specified in its charter)

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

**001-15149**  
(Commission  
File Number)

**42-0991521**  
(IRS Employer  
Identification No.)

**2140 LAKE PARK BLVD.,  
RICHARDSON, Texas 75080**  
(Address of principal executive offices, including zip code)  
Registrant's telephone number, including area code: **(972)497-5000**

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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:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, par value \$0.01 per share	LII	New York Stock Exchange

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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## Changes in Registrant's Certifying Accountant.

### Item 4.01

KPMG LLP ("KPMG"), Lennox International Inc.'s (the "Company") independent registered public accounting firm, has served as the Company's auditor since 2002. As a matter of good corporate governance, the Audit Committee of the Board of Directors (the "Audit Committee"), with the assistance of management, issued a Request for Proposal ("RFP") regarding the Company's engagement of an independent registered public accounting firm to audit the Company's consolidated financial statements for its fiscal year ending December 31, 2025 (the "2025 Audit"). Thereafter, the Audit Committee conducted a comprehensive, competitive RFP process. The Audit Committee invited multiple firms to participate in this RFP process.

#### *(a) Previous Independent Registered Public Accounting Firm*

On March 7, 2025, the Audit Committee approved the dismissal of KPMG. KPMG was notified of the dismissal on March 10, 2025.

KPMG's reports on the Company's consolidated financial statements as of and for the fiscal years ended December 31, 2024 and 2023 did not contain any adverse opinion or disclaimer of opinion; nor were they qualified or modified as to uncertainty, audit scope, or accounting principles.

During the fiscal years ended December 31, 2024 and 2023, and the subsequent interim period through March 10, 2025, there were: (i) no disagreements (within the meaning of Item 304(a)(1)(iv) of Regulation S-K and the related instructions) between the Company and KPMG on any matters of accounting principles or practices, financial statement disclosure, or auditing scope or procedure which, if not resolved to KPMG's satisfaction, would have caused KPMG to make reference thereto in their reports; and (ii) no "reportable events" within the meaning of Item 304(a)(1)(v) of Regulation S-K.

In accordance with Item 304(a)(3) of Regulation S-K, the Company has provided KPMG with a copy of the foregoing disclosures and has requested that KPMG furnish the Company with a letter addressed to the Securities and Exchange Commission stating whether KPMG agrees with the statements made by the Company set forth above. A copy of KPMG's letter, dated March 13, 2025, is filed as Exhibit 16.1 to this Form 8-K.

#### *(b) New Independent Registered Public Accounting Firm*

On March 7, 2025, the Audit Committee approved the engagement of Ernst & Young LLP ("EY") as the Company's independent registered public accounting firm for the Company's 2025 Audit. EY was engaged effective March 12, 2025.

During the fiscal years ended December 31, 2024 and 2023 and the subsequent interim period through March 12, 2025, neither the Company nor anyone on its behalf has consulted with EY regarding: (i) the application of accounting principles to a specific transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements, and neither a written report nor oral advice was provided to the Company that EY concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing, or financial reporting issue; (ii) any matter that was the subject of a disagreement within the meaning of Item 304(a)(1)(iv) of Regulation S-K and the related instructions; or (iii) any reportable event within the meaning of Item 304(a)(1)(v) of Regulation S-K.

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**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

**EXHIBIT  
NUMBER**

**DESCRIPTION**

16.1	<a href="#">Letter of KPMG LLP, dated March 13, 2025</a>
104	Inline XBRL for the cover page of this Current Report on Form 8-K.

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**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.

**LENNOX INTERNATIONAL INC.**

Date: March 13, 2025

By: /s/ Jennifer S. Perry

Name: Jennifer S. Perry

Title: Assistant Secretary

(Firm Letterhead)

March 13, 2025

Securities and Exchange Commission  
Washington, D.C. 20549

Ladies and Gentlemen:

We were previously principal accountants for Lennox International, Inc. (the Company) and, under the date of February 11, 2025, we reported on the consolidated financial statements of the Company as of and for the years ended December 31, 2024 and 2023, and the effectiveness of internal control over financial reporting as of December 31, 2024. On March 10, 2025, we were dismissed. We have read the Company's statements included under Item 4.01 of its Form 8-K dated March 13, 2025, and we agree with such statements, except that we are not in a position to agree or disagree with any of the Company's statements in the first paragraph of Item 4.01 related to the Request for Proposal process and any of the Company's statements in Item 4.01(b).

Very truly yours,

/s/ KPMG LLP