

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 20, 2021**

**LENNOX INTERNATIONAL INC.**  
(Exact name of registrant as specified in its charter)

**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**

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.

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

As previously announced, effective immediately following the Annual Meeting on May 20, 2021, John Major, a Class II Director, will retire from the Board of Directors of Lennox International Inc. (the "Company"), due to the mandatory age-based retirement provisions in the Company's Corporate Governance Guidelines.

Effective with Mr. Major's retirement, the Company's Board of Directors has reduced the size of the Board from eleven members to ten members.

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

On May 20, 2021, the Company held its Annual Meeting. During this meeting, the Company's stockholders were asked to consider and vote upon three proposals: (1) the election of three Class II Directors to the Board of Directors to serve for a three-year term which expires at the annual meeting of stockholders in 2024; (2) an advisory vote to approve the compensation of the named executive officers; and (3) the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the 2021 fiscal year.

On the record date of March 23, 2021, there were 37,767,900 shares of the Company's common stock issued and outstanding and entitled to be voted at the annual meeting. For each proposal, the results of the stockholder voting were as follows:

	Votes For	Votes Withheld	Broker Non- Votes
1. Election of director nominees to serve as Class II directors, for a term which expires at the annual meeting of stockholders in 2024			
Sherry L. Buck	27,201,145	150,496	7,679,3
Gregory T. Swienton	26,945,440	406,201	7,679,3
Todd J. Teske	26,565,912	785,729	7,679,3

	Votes For	Votes Against	Votes Abstain	Broker Non-Votes
2. Advisory vote on the compensation of the Company's named executive officers	26,218,703	1,001,932	131,005	7,679,3

This advisory vote on the compensation of the Company's named executive officers received the approval of over 96% of the stockholders voting for and against this item.

	Votes For	Votes Against	Votes Abstain
3. Ratification of appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal year 2021	34,604,872	304,593	121,5

**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits.**

EXHIBIT NUMBER	DESCRIPTION
104	Inline XBRL for the cover page of this Current Report on Form 8-K.

**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: May 24, 2021

By:

Monica M. Brown

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/s/

Name:

M. Brown

Monica

Title:

Secretary

Assistant