

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): February 24, 2020

AEGION CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-35328

(Commission File Number)

45-3117900

(IRS Employer Identification No.)

17988 Edison Avenue, Chesterfield, Missouri

(Address of principal executive offices)

63005

(Zip Code)

Registrant's telephone number, including area code: (636) 530-8000

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
Class A Common Shares, \$0.01 par value	AEGN	The Nasdaq Global Select 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.

Effective February 24, 2020, Stephen P. Callahan resigned his position as Senior Vice President – Global Human Resources and HS&E. The Company has entered into a separation agreement with Mr. Callahan that provides for, among other things, the continuation of Mr. Callahan’s current base salary for the 18-month period beginning February 25, 2020, and the vesting of certain time-based restricted stock units awarded to Mr. Callahan in 2018, consistent with the terms of the award agreement. The Company will also pay for certain outplacement services for Mr. Callahan. In exchange, Mr. Callahan agreed to release any and all claims against the Company and agreed to certain post-termination restrictive covenants. Additionally, Mr. Callahan forfeited certain unvested restricted stock units and performance units upon his resignation. The foregoing description of Mr. Callahan’s separation agreement is qualified in its entirety by reference to such agreement, a copy of which will be filed as an exhibit to the Company’s Form 10-K for fiscal year ended December 31, 2019.

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.

AEGION CORPORATION

By: /s/ Mark A. Menghini
Mark A. Menghini
Senior Vice President and General Counsel

Date: February 28, 2020