
**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): June 1, 2023

LEONARDO DRS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

001-41565
(Commission
File Number)

13-2632319
(IRS Employer
Identification Number)

**2345 Crystal Drive
Suite 1000
Arlington, Virginia 22202**
(Address of principal executive offices)

(703) 416-8000
(Registrant's telephone number, including area code)

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:

| Title of class | Trading Symbol | Name of each exchange on which registered |
|--------------------------------|----------------|---|
| Common Stock, \$0.01 par value | DRS | The Nasdaq Stock Market LLC |

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

On June 1, 2023, the stockholders of Leonardo DRS, Inc. (“Leonardo DRS” or the “Company”) voted at the 2023 Annual Meeting of Stockholders (the “Annual Meeting”) to approve an amendment to the Company’s Amended and Restated Certificate of Incorporation (the “Charter”) to delete Article Eighth in its entirety and insert in its place a new Article Eighth.

The amendment provides for the elimination or limitation of monetary liability of specified executive officers of the Company for breach of the duty of care, consistent with the recent amendment to Section 102(b)(7) of the Delaware General Corporation Law.

The amendments to the Charter took effect upon the filing of a Certificate of Amendment to the Company’s Charter with the Secretary of State of the State of Delaware (the “Amendment”) on June 6, 2023.

The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, included as Exhibit 3.1 to this Form 8-K, which is incorporated herein by reference.

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

Set forth below are the final voting results for each of the proposals submitted to a vote of the stockholders at the Annual Meeting.

| Election of Directors | Shares Voted For | Shares Voted Against | Withheld | Broker Non-Votes | |
|---|---------------------------|----------------------------|------------------------------|------------------|------------------|
| William J. Lynn III | 242,173,409 | N/A | 2,606,654 | 5,633,439 | |
| Frances F. Townsend | 243,635,062 | N/A | 1,145,001 | 5,633,439 | |
| Gail Baker | 244,450,483 | N/A | 329,580 | 5,633,439 | |
| Dr. Louis R. Brothers | 244,465,263 | N/A | 314,800 | 5,633,439 | |
| David W. Carey | 243,511,347 | N/A | 1,268,716 | 5,633,439 | |
| General George W. Casey, Jr. | 244,450,366 | N/A | 329,697 | 5,633,439 | |
| Mary E. Gallagher | 244,448,711 | N/A | 331,352 | 5,633,439 | |
| Kenneth J. Krieg | 233,365,928 | N/A | 11,414,135 | 5,633,439 | |
| Eric Salzman | 236,462,745 | N/A | 8,317,318 | 5,633,439 | |
| | Shares Voted for One-Year | Shares Voted for Two-Years | Shares Voted for Three-Years | Abstentions | Broker Non-Votes |
| Advisory Proposal Regarding the Frequency of Stockholder Advisory Vote on the Compensation of the Company’s Named Executive Officers (“NEOs”) | 243,324,787 | 530,657 | 859,319 | 65,300 | 5,633,439 |

Based on the recommendation of the Company’s Board of Directors (the “Board”) and the voting results above, the Board has determined that future advisory votes on executive compensation will be submitted to stockholders on an annual basis until the next required vote on the frequency of such votes.

| | Shares Voted For | Shares Voted Against | Abstentions | Broker Non-Votes |
|--|---------------------|-------------------------|-------------|---------------------|
| Advisory Resolution Regarding Compensation of the Company's NEOs | 240,756,219 | 3,875,891 | 147,953 | 5,633,439 |
| Ratification of Appointment of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2023 | 250,290,169 | 28,770 | 94,563 | N/A |
| Approval of Amendment to the Company's Charter to Reflect New DGCL Provisions Regarding Officer Exculpation | 218,527,817 | 26,152,193 | 100,053 | 5,633,439 |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Exhibit Description |
|---------------------|---|
| 3.1 | Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Leonardo DRS, Inc. |
| 104 | Cover Page Interactive Data File - the cover page XBRL tags are 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 to be signed on its behalf by the undersigned hereunto duly authorized.

LEONARDO DRS, INC.

(Registrant)

Date: June 7, 2023

By: /s/ Mark A. Dorfman

Mark A. Dorfman
Executive Vice President, General Counsel and
Secretary

CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
LEONARDO DRS, INC.

June 6, 2023

Leonardo DRS, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “DGCL”), hereby certifies as follows:

FIRST: The name of the Corporation is Leonardo DRS, Inc. (the “Corporation”). The original certificate of incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on November 8, 1968 under the name Diagnostic/Retrieval Systems, Inc. The Amended and Restated Certificate of Incorporation of the Corporation (the “Certificate”) was filed with the Secretary of State of the State of Delaware on November 23, 2022.

SECOND: This Amendment (the “Amendment”) to the Certificate was duly adopted in accordance with Section 228 and Section 242 of the DGCL by the holders of a majority of the issued and outstanding shares of stock of the Corporation entitled to vote thereon.

THIRD: Article EIGHTH of the Certificate is hereby amended by deleting Article EIGHTH in its entirety and inserting in its place a new Article EIGHTH to read as follows:

“EIGHTH: A director or officer of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director or officer of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.”

[Signature page follows]

[Signature Page to Certificate of Amendment]

IN WITNESS WHEREOF, the undersigned has duly executed this certificate of amendment on behalf of the Corporation this 6th day of June, 2023.

/s/ Mark A. Dorfman

Mark A. Dorfman

Executive Vice President, General Counsel
and Corporate Secretary