

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): August 17, 2022

**McDONALD'S CORPORATION**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-5231**  
(Commission  
File Number)

**36-2361282**  
(IRS Employer  
Identification No.)

**110 North Carpenter Street  
Chicago, Illinois**  
(Address of Principal Executive Offices)

**60607**  
(Zip Code)

**(630) 623-3000**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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 each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	MCD	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.**

Departure of Sheila A. Penrose

On August 17, 2022, Sheila A. Penrose notified McDonald's Corporation (the "Company") of her resignation from the Company's Board of Directors (the "Board") and all Board Committees, effective September 30, 2022. This resignation was not because of a disagreement with the Company on any matter relating to the Company's operations, policies or practices.

Election of New Directors

On August 18, 2022, the Board increased the size of the Company's Board to a total of 14 Directors, effective October 1, 2022. On the same date, the Board elected Anthony G. Capuano, Jennifer L. Taubert and Amy E. Weaver as Directors (the "New Directors"), effective October 1, 2022. The Board has not elected any of the New Directors to any Board Committee at this time.

The Board determined that each of the New Directors is independent as defined by the New York Stock Exchange listing standards. The New Directors do not have any material relationships with the Company and there are no transactions between the New Directors and the Company that would be required to be reported under Item 404(a) of Regulation S-K. There is also no arrangement or understanding between the New Directors and the Company pursuant to which any of the New Directors were selected as a Director. The New Directors will receive compensation generally consistent with that received by non-employee Directors, as described in the Company's most recent Proxy Statement for the 2022 Annual Meeting of Shareholders, as may be modified by the Board for all non-executive Directors, from time to time.

A copy of the press release issued by the Company on August 22, 2022, announcing the above actions is attached as Exhibit 99.1 hereto.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

99.1     [Press Release of McDonald's Corporation issued August 22, 2022: McDonald's Announces Key Changes to Board of Directors](#)

104     Cover Page Interactive Data File (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.

**McDONALD'S CORPORATION**

(Registrant)

Date: August 22, 2022

By: /s/ Jeffrey J. Pochowicz

Jeffrey J. Pochowicz  
Corporate Vice President, Associate General Counsel  
and Assistant Secretary

## McDonald's Announces Key Changes to Board of Directors

*After 15+ years of outstanding service, Sheila A. Penrose will retire from the Board*

*Tony Capuano, Marriott International; Jennifer Taubert, Johnson & Johnson; and Amy Weaver, Salesforce, will join McDonald's Corporation's Board of Directors*

**CHICAGO, IL, August 22, 2022** – McDonald's Corporation (NYSE: MCD) today announced the retirement of Sheila A. Penrose from the McDonald's Board of Directors. The Company also announced the election of Tony Capuano, Marriott International; Jennifer Taubert, Johnson & Johnson; and Amy Weaver, Salesforce, to the Board. Sheila's retirement will be effective September 30 and the election of Tony, Jennifer and Amy takes effect October 1.

"For over 15 years, Sheila has been a deeply committed and highly valued member of our Board. We have all benefited from her thoughtful counsel, strong expertise and unwavering dedication to McDonald's. Through her leadership of the Sustainability and Corporate Responsibility Committee, Sheila has overseen McDonald's critical progress against our ambitious climate, responsible sourcing and diversity, equity and inclusion goals, positioning us as a leader in the industry. We are grateful for all that she has done for McDonald's and the communities we serve," **said Enrique Hernandez, Jr., McDonald's Chairman of the Board.** "It is a testament to this great brand, and a continuation of the rich legacy of its Board, that we are welcoming such experienced, global leaders to help steward McDonald's continued success. Each of these individuals represent the highest caliber of values-based leadership, bringing deep and varied expertise to help guide the Company."

"Sheila has been a tremendous resource for me on our Board of Directors. She's helped to spearhead our sustainability efforts and advocated on behalf of the larger role that McDonald's plays in communities around the world. I will miss her," **said Chris Kempeczinski, McDonald's President and Chief Executive Officer.** "At the same time, I'm excited to welcome Tony, Jennifer and Amy to McDonald's. They are inspiring leaders with a demonstrated track-record leading large, complex organizations. Their experience stewarding some of the world's most respected global brands will benefit McDonald's greatly and position the Company for continued growth."

### Today's appointments include:

- **Anthony Capuano** who serves as CEO of Marriott International, a global hospitality company with a footprint of over 8,100 properties around the world that are home to some of the most well-known and iconic brands in travel. Capuano brings deep experience in real estate and leading an organization with a significant focus on franchising and driving digital customer engagement through its Marriott Bonvoy® loyalty program. Under Capuano's leadership, the company launched "Marriott's Bridging the Gap" program, a multi-year development initiative focused on fostering a more diverse and inclusive owner and franchisee base.
- **Jennifer Taubert** who serves as Executive Vice President and Worldwide Chairman, Pharmaceuticals at Johnson & Johnson, the world's largest and most broadly based healthcare company. As leader of the company's largest sector, with \$52 billion in worldwide sales and more than 45,000 employees, Taubert has extensive experience navigating the complexities of a global business in a highly dynamic environment. A purpose-driven leader, she has dedicated her career to healthcare and making a positive impact for people and communities on a global scale. Taubert has been named to Fortune's "Most Powerful Women" list for the past six years.
- **Amy Weaver** who serves as President and Chief Financial Officer of Salesforce, the leader in customer relationship management technology. A seasoned executive with extensive financial, legal and digital experience, Weaver is responsible for leading Salesforce's global finance organization. Before her appointment in 2021, she served as the company's Chief Legal Officer. Weaver has driven many of Salesforce's most strategic and operational initiatives, translating social imperatives into business successes. She also brings a deep understanding of the hospitality industry and customer experience from her time in leadership at Expedia.com, the online travel company.

### About McDonald's

McDonald's is the world's leading global foodservice retailer with nearly 40,000 locations in over 100 countries. Approximately 95% of McDonald's restaurants worldwide are owned and operated by independent local business owners.

### Forward Looking Statements

This document contains forward-looking statements about future events and circumstances. Generally speaking, any statement not based upon historical fact is a forward-looking statement. In particular, statements regarding McDonald's plans, strategies, prospects

and expectations regarding its business and industry are forward-looking statements. They reflect McDonald's expectations, are not guarantees of performance and speak only as of the date hereof. Except as required by law, McDonald's does not undertake to update such forward-looking statements. You should not rely unduly on forward-looking statements. McDonald's business results are subject to a variety of risks, including those that are described in its Quarterly Report on Form 10-Q for the quarter ended June 30, 2022 and subsequent filings with the Securities and Exchange Commission.