
**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): December 12, 2016

A. O. Smith Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-475
(Commission
File Number)

39-0619790
(IRS Employer
Identification No.)

P.O. Box 245008, Milwaukee, Wisconsin 53224-9508
(Address of principal executive offices, including zip code)

(414) 359-4000
(Registrant's telephone number)

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 communication 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 204.14a-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 13-e4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On December 12, 2016, the Board of Directors (the “Board”) of A. O. Smith Corporation (the “Company”) voted to elect Dr. Ilham Kadri as a Class A Common Stock director of A. O. Smith Corporation. Dr. Kadri will serve as a director with a term expiring at the Company’s 2017 Annual Meeting of Stockholders.

At the time of Dr. Kadri’s election she was not appointed to any committee of the Board, and there was no expectation concerning any such appointment.

In connection with her election to the Board, Ms. Kadri will receive a pro rata portion of the current \$50,000 annual retainer which is paid quarterly and a pro rata portion of the \$120,000 annual stock grant that the Company pays to non-employee directors. More specifically, Ms. Kadri will receive \$16,667 as her director retainer for the period of her election through March 2017 and common stock valued at \$40,000 based on the price on December 12, 2016. In addition, Ms. Kadri will be paid \$2,500 for director orientation.

The Company issued a news release on December 12, 2016, announcing the election of Dr. Ilham Kadri. A copy of the Company’s news release is attached as Exhibit 99.1 to this Current Report on Form 8-K (this “Current Report”) and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

The following exhibit is being filed herewith:

99.1 News Release of A. O. Smith Corporation dated December 12, 2016.

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.

A. O. SMITH CORPORATION

Date: December 15, 2016

By: /s/ James F. Stern

James F. Stern

Executive Vice President, General Counsel and Secretary

A. O. SMITH CORPORATION

Exhibit Index to Current Report on Form 8-K Dated December 12, 2016.

<u>Exhibit Number</u>	<u>Description</u>
99.1	News Release of A. O. Smith Corporation dated December 12, 2016



News Release

A. O. Smith Corporation PO Box 245008 Milwaukee, WI 53224-9508 414-359-4000 NYSE: AOS

FOR IMMEDIATE RELEASE

Media Contact:
Mark A. Petrarca
414-359-4100

Analyst/Investor Contact:
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414-359-4130

December 12, 2016

A. O. Smith names Dr. Ilham Kadri to board of directors

Milwaukee, Wis.—A. O. Smith Corporation (NYSE: AOS) has named Dr. Ilham Kadri to its Board of Directors.

Dr. Kadri is a senior vice president at Sealed Air Corporation (NYSE: SEE) and president of the company's Diversey Care Division. Diversey Care is a global leader in hygiene and health solutions, food safety and security, and infection prevention.

In her 20 years of experience, Dr. Kadri has held a variety of global roles in business leadership, strategic planning, sales, marketing, product management, mergers and acquisitions, and R&D, in public and private companies such as Shell-Basell, UCB-Cytex, Huntsman, and Rohm Haas-Dow.

Dr. Kadri joined Sealed Air in January 2013, coming from Dow Chemical, where she held executive leadership roles in the Europe, Middle East and Africa regions. She is a chemical engineer and has a master's degree in physics and chemistry and a doctorate in reactive extrusion from the University of Strasbourg, France.

Under her leadership, Diversey Care has delivered groundbreaking innovations that deliver more productivity, less waste, more sustainable and reliable cleaning operations, to hotels, hospitals, retail stores, restaurants and facility management companies.

Sealed Air announced the intention to spin-off its Diversey Care Division into a separate publicly traded company and Dr. Kadri will become the chief executive officer of the standalone business.

"We look forward to adding Ilham's international business perspective, her mergers and acquisitions experience, and her passion for sustainability and the water industry to enhance the vast array of expertise on the A. O. Smith board," Ajita Rajendra, chairman and chief executive officer of A. O. Smith Corporation, said.

Dr. Kadri is committed to mentoring young women and promoting female leadership in the science, engineering and business fields. She is an Advisory Board member at Catalyst, the leading non-profit organization dedicated to diversity and inclusion. She is the founder and first Chairwoman of The ISSA Hygieia™ Network, with the mission to advance women at the bottom in the hygiene and cleaning sector. She has been recognized and awarded throughout her career for her commitment to mentoring young women and fighting female illiteracy.

“Ilham has lived in 13 locations around the world and brings a world of experience to our board, which is critical since A. O. Smith continues to expand globally,” Rajendra continued. “Her experience with developing women professionals will also augment our own recently launched Women’s Resource Network at A. O. Smith.”

A. O. Smith Corporation, with headquarters in Milwaukee, Wis., is a global leader applying innovative technology and energy-efficient solutions to products manufactured and marketed worldwide. The company is one of the world’s leading manufacturers of residential and commercial water heating equipment, as well as a manufacturer of water treatment products. For more information visit www.aosmith.com.