

**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 9, 2025

OIL-DRI CORPORATION OF AMERICA
(Exact name of the registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

001-12622
(Commission File Number)

36-2048898
(I.R.S. Employer Identification No.)

410 North Michigan Avenue, Suite 400
Chicago, Illinois
(Address of principal executive offices)

60611-4213
(Zip Code)

The registrant's telephone number, including area code: (312) 321-1515

(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, par value \$0.10 per share	ODC	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 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its annual meeting of stockholders on December 9, 2025 (the “Annual Meeting”), and there were 8,953,628 shares of the Company's Common Stock, par value \$0.10 per share (“Common Stock”), each share entitled to one vote per share, and 4,172,064 shares of the Company's Class B Stock, par value \$0.10 per share (“Class B Stock”), each share entitled to ten votes per share, represented in person or by proxy at the meeting. As of October 13, 2025, the record date of the Annual Meeting, 10,373,180 shares of Common Stock and 4,269,856 shares of Class B Stock were outstanding. See the Company’s 2025 Proxy Statement (the “Proxy”) for more information on the proposals presented at the meeting, the relevant portions of which are incorporated herein by reference.

PROPOSAL 1: ELECTION OF DIRECTORS

The stockholders elected all of the nominees for director recommended by the Company’s Board of Directors (the “Board”). The voting results were as follows:

Director	For	Withheld	Broker Non-Votes
Ellen-Blair Chube	46,669,369	2,450,882	1,554,017
Paul M. Hindsley	43,399,164	5,721,087	1,554,017
Daniel S. Jaffee	46,664,678	2,455,573	1,554,017
Michael A. Nemeroff	46,473,559	2,646,692	1,554,017
George C. Roeth	46,996,895	2,123,356	1,554,017
Amy L. Ryan	43,393,844	5,726,407	1,554,017
Patricia J. Schmeda	46,998,936	2,121,315	1,554,017
Allan H. Selig	46,714,222	2,406,029	1,554,017
Lawrence E. Washow	46,910,857	2,209,394	1,554,017

PROPOSAL 2: RATIFICATION OF THE APPOINTMENT OF INDEPENDENT AUDITOR

The stockholders ratified the appointment of Grant Thornton LLP as independent auditor for the fiscal year ending July 31, 2026. The voting results were as follows:

For	50,618,020
Against	50,547
Abstain	5,701

Item 8.01 Other Events.

On December 11, 2025, the Company issued a press release announcing that, at its regular meeting on December 11, 2025, the Board declared quarterly cash dividends of \$0.205 per share of Common Stock, and \$0.153 per share of Class B Stock. The dividends will be payable on March 6, 2026 to stockholders of record at the close of business on February 20, 2026.

A copy of the press release is attached as Exhibit 99.1, and the information contained therein is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description of Exhibits
99.1	Dividends Press Release of the Company dated December 10, 2025
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the iXBRL 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.

OIL-DRI CORPORATION OF AMERICA

By: /s/ Anthony W. Parker

Anthony W. Parker

Vice President, General Counsel & Secretary

Date: December 11, 2025



410 N. Michigan Ave. Chicago, Illinois 60611, U.S.A

News Announcement
For Immediate Release

Exhibit 99.1

Oil-Dri's Board of Directors Declares a 14% Increase in Quarterly Dividends

CHICAGO—(December 10, 2025)—The Board of Directors of Oil-Dri Corporation of America (NYSE: ODC) today declared a two and a half-cent increase in the Company's quarterly cash dividend per share of Common Stock, representing a 14% gain over the previous quarter. This marks the second time in calendar year 2025 that the Company raised the dividend. The approved dividends will be \$0.205 per share of the Company's Common Stock and \$0.153 per share of the Company's Class B Stock.

"This dividend increase demonstrates our solid financial foundation, strong cash position, and confidence in the Company's long-term outlook," said Daniel S. Jaffee, President and Chief Executive Officer of Oil-Dri. "This decision further emphasizes our dedication to delivering sustained, meaningful value to our stockholders."

The cash dividends will be payable on March 6, 2026 to stockholders of record at the close of business on February 20, 2026. Oil-Dri has paid cash dividends continuously each year since 1974 and has increased dividends annually for twenty-two consecutive years.

The Company's press release outlining its performance for the second quarter of fiscal year 2026 will be issued after the close of the U.S. stock market on Wednesday, March 11, 2026. Oil-Dri will host an earnings discussion via a live webcast on Thursday, March 12, 2026 at 10:00 a.m. Central Time. Participation details will be posted on the Company's website's Events page approximately one week prior to the call.

About Oil-Dri Corporation of America

Oil-Dri Corporation of America ("Oil-Dri") is a leading manufacturer and supplier of specialty sorbent products for the pet care, animal health and nutrition, fluids purification, agricultural ingredients, sports field, industrial and automotive markets. Oil-Dri is vertically integrated which enables the Company to efficiently oversee every step of the process from research and development to supply chain to marketing and sales. With over 80 years of experience, the Company continues to fulfill its mission to *Create Value from Sorbent Minerals*. To learn more about the Company, please visit oildri.com.

Forward-Looking Statements

Certain statements in this press release may constitute forward-looking statements within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Our forward-looking statements include, but are not limited to, statements regarding our or our management team's expectations, hopes, beliefs, intentions or



strategies regarding the future. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. These forward-looking statements are based on management's current expectations, estimates, forecasts, assumptions and projections about future events, our future performance, the future of our business, our plans and strategies, projections, anticipated trends, the economy and other future developments and their potential effects on us. In addition, we, or others on our behalf, may make forward-looking statements in other press releases or written statements, or in our communications and discussions with investors and analysts in the normal course of business through meetings, webcasts, phone calls and conference calls. Forward-looking statements can be identified by words such as "expect," "outlook," "forecast," "would," "could," "should," "project," "intend," "plan," "continue," "believe," "seek," "estimate," "anticipate," "may," "assume," "potential," "strive," and variations of such words and similar references to future periods.

Such statements are subject to certain risks, uncertainties and assumptions that could cause actual results to differ materially from those anticipated, intended, expected, believed, estimated, projected, planned or otherwise expressed in any forward-looking statements, including, but not limited to, those described in our most recent Annual Report on Form 10-K and from time to time in our other filings with the Securities and Exchange Commission. Investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. Except to the extent required by law, we do not have any intention or obligation to update publicly any forward-looking statements after the distribution of this press release, whether as a result of new information, future events, changes in assumptions, or otherwise.

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