

**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 5, 2024**

LENNOX INTERNATIONAL INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-15149
(Commission
File Number)

42-0991521
(IRS Employer
Identification No.)

**2140 LAKE PARK BLVD.,
RICHARDSON, Texas 75080**
(Address of principal executive offices, including zip code)
Registrant's telephone number, including area code: **(972)497-5000**

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 \$0.01 per share	LII	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.

On December 5, 2024, Janet K. Cooper, who has served on the Board of Directors (the “Board”) of Lennox International Inc. (the “Company”) since 1999, notified the Company of her decision to not stand for re-election at the 2025 Annual Meeting. She will serve the remainder of her current term, which expires at the conclusion of the 2025 Annual Meeting on May 22, 2025.

Also on December 5, 2024, Gregory T. Swinton submitted his resignation from the Board, having reached the mandatory retirement age under the Company's Corporate Governance Guidelines (the “Guidelines”). In accordance with the Guidelines, Mr. Swinton's resignation will be effective at the conclusion of the 2025 Annual Meeting on May 22, 2025. Mr. Swinton has served on the Board of Directors of the Company since 2010.

The retirements of Ms. Cooper and Mr. Swinton are not the result of any disagreement with the Company on any matter relating to the Company's operations, policies, or practices.

On December 6, 2024, the Board passed a resolution reducing the size of the Board by two members, effective upon Ms. Cooper's and Mr. Swinton's retirements.

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.

LENNOX INTERNATIONAL INC.

Date: December 6, 2024

By: /s/ Monica M. Brown

Name: Monica M. Brown

Title: Assistant Secretary