

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): April 2, 2019

Trecora Resources

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-33926
(Commission File Number)

75-1256622
(IRS Employer
Identification No.)

1650 Hwy 6 South, Suite 190
Sugar Land, Texas 77478
(Address of principal executive offices, including Zip Code)

(281) 980-5522
(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:

- ☐ 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 April 8, 2019, Trecora Resources (the “Company”) announced that Adam C. Peakes and Janet S. Roemer had been appointed as independent directors to the Board of Directors of the Company (the “Board”), effective as of April 8, 2019. Mr. Peakes was also appointed as a member of the Audit and Compensation Committees and Ms. Roemer will serve as a member of the Nominating and Governance and Audit Committees.

Mr. Peakes (age 46) holds a Bachelor of Arts in Managerial Studies and Political Science from Rice University and a Master of Business Administration from Harvard Business School. He has over 20 years of financial experience as an investment banker and a chief financial officer, primarily in the energy and natural resources sectors. Mr. Peakes is currently Senior Vice President and Chief Financial Officer of Noble Corporation, one of the largest publicly-traded offshore drilling contractors in the oil and gas industry, which he joined in 2017. From 2011 to 2016 he was Managing Director at Tudor Pickering Holt & Co., LLC, heading up the team that focused on the global oilfield service, equipment and drilling sector. During his tenure he executed public and private mergers and acquisitions, raised debt and equity capital and provided advisory services for clients in the U.S. and around the world. Before that, Mr. Peakes was a Managing Director in the Global Natural Resources Group at Goldman Sachs & Co. where he worked from 1999 to 2011. He was the primary client officer performing corporate advisory services to a broad range of companies primarily in the energy, power and industrial sectors.

Ms. Roemer (age 63) is a graduate of Miami University with a Bachelor of Science in Chemistry and has a Master of Business Administration from the University of Chicago. Ms. Roemer has over 30 years of industrial experience including executive leadership roles in global petrochemicals and biochemicals. In businesses ranging from commodity chemicals to high-value specialty chemicals she gained extensive operational experience across multiple functions. Previously, Ms. Roemer held positions within Verenum Corporation including Executive Vice President and General Manager, Enzymes Business and Chief Operating Officer. Prior to that, Ms. Roemer held a variety of leadership positions serving the energy major BP Group. Her roles included Vice President Digital Business (IT), Business Unit Leader, Olefins and Styrene, and Chief of Staff to the CEO of Innovene, a division of BP. She held a number of positions in the Chemicals Division of Amoco Corporation prior to its merger with BP, including General Manager, Linear Alpha Olefins, and several management roles in sales and marketing, strategic planning, and operations planning and logistics.

In connection with their appointment to the Board, and in accordance with Trecora’s director compensation practice, which is described in Trecora’s most recent proxy statement filed with the U.S. Securities and Exchange Commission (“SEC”) on April 10, 2018, each of Mr. Peakes and Ms. Roemer will receive (1) pro rata compensation based on an annual cash stipend for serving on the Board of \$70,000 and (2) a grant of an aggregate of 8,870 restricted stock units, 8,188 of which will vest in April 2020, with the remainder to vest in May 2020.

Neither Mr. Peakes nor Ms. Roemer have any relationships that would be reportable as a related party transaction under the rules of the SEC.

On April 8, 2019, the Company also announced that Joseph P. Palm will not stand for re-election as an independent director at the Company’s upcoming 2019 annual meeting of stockholders. This is in accordance with the Company’s governance requirements regarding the maximum age of directors.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 5.02.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description of Exhibit
99.1	Press Release of the Company, dated April 8, 2019.

SIGNATURE

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.

TRECORA RESOURCES

Date: April 8, 2019

By: /s/ Christopher A. Groves
Christopher A. Groves
Corporate Controller



Adam Peakes and Janet Roemer Appointed to Trecora Resources Board of Directors

SUGAR LAND, Texas, April 8, 2019 – Trecora Resources ("Trecora" or the "Company") (NYSE: TREC), a leading provider of specialty hydrocarbons and waxes, today announced that Adam Peakes and Janet Roemer have been appointed as independent directors to the Board of Directors of the Company, effective today. Mr. Peakes will serve as a member of the Audit and Compensation Committees. Ms. Roemer will serve as a member of the Nominating and Governance and Audit Committees. Joseph Palm will not stand for re-election at the upcoming Annual Stockholders' Meeting in accordance with the Company's governance requirements regarding the maximum age of Directors.

"We are excited to add the important and complementary perspectives of these new Board members," said Karen A. Twitchell, Chair of the Board of Trecora Resources. "Adam brings financial and capital markets experience that will enhance our strategic decision making as we transition to a stage of significant cash flow generation, and Janet led the transformation of multiple chemical businesses which is particularly relevant to Trecora's current operational focus. I am happy to welcome them both to the Trecora Resources Board, and I look forward to their contributions to our efforts to maximize shareholder value."

Mr. Peakes has more than 20 years of finance and investment banking experience in various natural resources industries including his current role as Chief Financial Officer for Noble Corporation, where he is responsible for the accounting, treasury, tax, financial planning, mergers and acquisitions and investor relations teams globally for this publicly-traded oil and gas drilling contractor. Prior to Noble, Mr. Peakes spent 17 years as an investment banker with Tudor Pickering Holt & Co. and Goldman Sachs specializing in mergers and acquisitions, debt and equity financings and strategic advisory assignments for companies in the oilfield services and global natural resources sectors. He holds a Bachelor of Arts degree from Rice University and a Masters in Business Administration from Harvard Business School.

Ms. Roemer brings more than 30 years of industry experience including executive leadership roles in global petrochemicals and biochemicals. After starting her career as a chemist with National Starch & Chemical, she had a 24 year career with Amoco and BP Group where she held a wide variety of positions with increasing responsibilities, including General Manager, Vice President Digital Business, Business Unit Leader and Chief of Staff to the CEO of Innovene. She most recently served as Chief Operating Officer of Verenium Corporation. Ms. Roemer has a breadth of operational experience including leadership roles in sales and marketing, customer service and logistics, strategic planning, manufacturing, capital projects, R&D, and IT. Ms. Roemer holds a Bachelor of Science degree in Chemistry from Miami University and a Masters of Business Administration from the University of Chicago.

About Trecora Resources (TREC)

TREC owns and operates a specialty petrochemicals facility which specializes in high purity hydrocarbons and other petrochemical manufacturing and a specialty wax facility, both located in Texas, and provides custom processing services at both facilities. In addition, the Company is the original developer and a 33.4% owner of Al Masane Al Kobra Mining Co., a Saudi Arabian joint stock company.

Forward-Looking Statements

Statements in this press release that are not historical facts are forward looking statements as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based upon our belief, as well as, assumptions made by and information currently available to us. Because such statements are based upon expectations as to future economic performance and are not statements of fact, actual results may differ from those projected. These risks, as well as others, are discussed in greater detail in Trecora Resources' filings with the Securities and Exchange Commission, including Trecora Resources' latest Annual Report on Form 10-K, and the Company's subsequent Quarterly Reports on Form 10-Q. All forward-looking statements included in this press release are based upon information available to the Company as of the date of this press release.

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