

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 8-K/A

CURRENT REPORT

Amendment No. 1

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 31, 2025

MATTHEWS INTERNATIONAL CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|--|---|--|
| Pennsylvania (State or other jurisdiction of Incorporation or organization) | 0-09115 (Commission File Number) | 25-0644320 (I.R.S. Employer Identification No.) |
|--|---|--|

Two Northshore Center, Pittsburgh, PA 15212-5851
(Address of principal executive offices) (Zip Code)

(412) 442-8200
(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, 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 | Name of each exchange on which registered |
|--|-----------------------|--|
| Class A Common Stock, \$1.00 par value | MATW | Nasdaq Global Select Market |

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.

EXPLANATORY NOTE

As previously announced, on December 31, 2025 (the “Closing Date”), Matthews International Corporation, a Pennsylvania corporation (“Matthews” or the “Company”), completed the sale of its interests in Matthews Automation Solutions, LLC, a Delaware limited liability company and wholly-owned subsidiary of Matthews (the “Transferred Entity”), and certain related assets to Duravant LLC (the “Buyer”) pursuant to the terms of an Equity Purchase Agreement dated as of November 12, 2025 by and among Matthews and the Buyer, which was filed as Exhibit 2.1 to that Current Report on Form 8-K with the SEC on [November 13, 2025](#). The Company subsequently filed that Current Report on Form 8-K with the SEC on [the Closing Date](#) announcing the completion of the foregoing sale and furnishing the related press release (the “Original Closing Form 8-K”).

This Amendment to Current Report on Form 8-K is being filed to amend and supplement the Original Closing Form 8-K, the sole purpose of which is to provide the pro forma financial information as described under Item 9.01(b) below, which was excluded from the Original Closing Form 8-K and filed as an exhibit hereto and incorporated herein by reference. All other items in the Original Closing Form 8-K remain the same.

Item 9.01 Financial Statements and Exhibits.

(b) Pro Forma Financial Statements.

The unaudited pro forma condensed consolidated balance sheet of the Company as of September 30, 2025 and the unaudited pro forma condensed consolidated statement of income of the Company for the fiscal year ended September 30, 2025 are filed as Exhibit 99.1 to this Current Report on Form 8-K.

(d) Exhibits.

| Exhibit Number | Description |
|---------------------------|---|
| 99.1 | Unaudited pro forma condensed consolidated financial information |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

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.

MATTHEWS INTERNATIONAL CORPORATION
(Registrant)

By: /s/ Daniel E. Stopar

Daniel E. Stopar
Chief Financial Officer and Treasurer

Date: January 7, 2026

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION

On December 31, 2025, (the "Closing Date"), Matthews International Corporation, a Pennsylvania corporation ("Matthews" or the "Company"), completed the sale of its interests in Matthews Automation Solutions, LLC, a Delaware limited liability company and wholly-owned subsidiary of Matthews (the "Transferred Entity"), and certain related assets to Duravant LLC (the "Buyer") pursuant to the terms of an Equity Purchase Agreement (the "Purchase Agreement") dated as of November 12, 2025 by and among Matthews and the Buyer, which was filed as Exhibit 2.1 to that Current Report on Form 8-K with the SEC on November 13, 2025. The total consideration is approximately \$232 million, representing cash consideration of \$225.4 million plus the assumption of certain liabilities related to the business of the Transferred Entity, subject to adjustment following the Closing Date based on a number of factors, including, but not limited to, indemnification obligations and the final determinations (in accordance with the Purchase Agreement) of the total adjusted consideration for the Transferred Entity (based on an agreed enterprise value of \$230 million, plus cash, less debt and transaction expenses and subject to a customary net working capital adjustment measured against a target amount) (such sale transaction being, the "Transaction").

The following unaudited pro forma condensed consolidated financial information is intended to illustrate how the Transaction would affect the historical financial statements of the Company if the Transaction had been consummated at an earlier time as indicated herein.

The unaudited pro forma condensed consolidated financial information is derived, in part, from, and should be read in conjunction with, the Company's historical consolidated financial statements and notes thereto, as presented in its Annual Report on Form 10-K for the fiscal year ended September 30, 2025.

The unaudited pro forma condensed consolidated financial information has been prepared in accordance with Article 11 of Regulation S-X. The Company's accounting and financial reporting in the unaudited pro forma condensed consolidated financial information is based on its assessment of the appropriate application of accounting principles generally accepted in the U.S.

The unaudited pro forma condensed consolidated balance sheet as of September 30, 2025 is prepared with the assumption that the Transaction had been consummated on September 30, 2025.

The unaudited pro forma condensed consolidated statement of income for the fiscal year ended September 30, 2025 is prepared with the assumption that the Transaction had been consummated on October 1, 2024.

For purposes of presenting unaudited pro forma condensed consolidated financial information, the estimated gain on the Transaction is calculated as of September 30, 2025. The actual gain on the Transaction will be recorded in the Company's consolidated financial statements for the fiscal quarter ending December 31, 2025 and may be different from the current estimate.

The transaction accounting adjustments to reflect the Transaction in the unaudited pro forma condensed consolidated financial information include:

- Receipt of cash consideration of \$225.4 million;
- Use of cash consideration for the repayment of debt of \$225.4 million; and
- Derecognition of assets, liabilities, revenues, cost of goods sold and other expenses associated with the Transferred Entity.

The unaudited pro forma condensed consolidated financial information does not purport to be indicative of the results of operations, the financial position or the gain on the transaction which would have actually resulted if the Transaction had been consummated on the dates indicated, or which may result in future periods.

The Company prepared the unaudited pro forma condensed consolidated financial information based upon assumptions deemed appropriate by its management. An explanation of certain assumptions is set forth in the notes to the unaudited pro forma condensed consolidated financial information. The pro forma adjustments do not reflect future events that may occur after the Transaction.

The unaudited pro forma condensed consolidated financial information should be read in conjunction with the notes thereto.

MATTHEWS INTERNATIONAL CORPORATION AND SUBSIDIARIES
PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET (Unaudited)
September 30, 2025
(Dollar amounts in thousands)

| | Historical | Transaction accounting adjustments | Pro forma |
|--|----------------------------|---|----------------------------|
| ASSETS | | | |
| Current assets: | | | |
| Cash and cash equivalents | \$ 32,433 | \$ — ^{(1) (2)} | \$ 32,433 |
| Accounts receivable, net | 132,940 | (12,154) ⁽³⁾ | 120,786 |
| Inventories, net | 202,827 | (2,687) ⁽³⁾ | 200,140 |
| Contract assets | 107,147 | (5,412) ⁽³⁾ | 101,735 |
| Other current assets | <u>44,821</u> | <u>(51)</u> ⁽³⁾ | <u>44,770</u> |
| Total current assets | <u>520,168</u> | <u>(20,304)</u> | <u>499,864</u> |
| Investments | 288,637 | — | 288,637 |
| Property, plant and equipment, net | 224,575 | (777) ⁽³⁾ | 223,798 |
| Operating lease right-of-use assets | 51,610 | (1,347) ⁽³⁾ | 50,263 |
| Deferred income taxes | 6,435 | — | 6,435 |
| Goodwill | 487,561 | (57,514) ⁽³⁾ | 430,047 |
| Other intangible assets, net | 105,958 | (10,257) ⁽³⁾ | 95,701 |
| Other non-current assets | <u>9,498</u> | <u>(18)</u> ⁽³⁾ | <u>9,480</u> |
| Total assets | <u><u>\$ 1,694,442</u></u> | <u><u>\$ (90,217)</u></u> | <u><u>\$ 1,604,225</u></u> |
| LIABILITIES | | | |
| Current liabilities: | | | |
| Long-term debt, current maturities | \$ 7,230 | \$ — | \$ 7,230 |
| Current portion of operating lease liabilities | 17,186 | (339) ⁽³⁾ | 16,847 |
| Trade accounts payable | 98,462 | (5,874) ⁽³⁾ | 92,588 |
| Accrued rebates | 18,185 | — | 18,185 |
| Accrued compensation | 36,408 | (1,435) ⁽³⁾ | 34,973 |
| Accrued income taxes | 9,293 | 47,509 ⁽⁴⁾ | 56,802 |
| Contract liabilities | 7,447 | (7,368) ⁽³⁾ | 79 |
| Other current liabilities | <u>156,269</u> | <u>1,194</u> ⁽³⁾ | <u>157,463</u> |
| Total current liabilities | <u>350,480</u> | <u>33,687</u> | <u>384,167</u> |
| Long-term debt | 703,602 | (225,400) ⁽²⁾ | 478,202 |
| Operating lease liabilities | 36,099 | (1,052) ⁽³⁾ | 35,047 |
| Deferred income taxes | 55,967 | (8,986) ⁽³⁾ | 46,981 |
| Other non-current liabilities | <u>67,352</u> | <u>—</u> | <u>67,352</u> |
| Total liabilities | <u>1,213,500</u> | <u>(201,751)</u> | <u>1,011,749</u> |
| SHAREHOLDERS' EQUITY | | | |
| Shareholders' equity-Matthews: | | | |
| Common stock | 36,334 | — | 36,334 |
| Additional paid-in capital | 154,617 | — | 154,617 |
| Retained earnings | 565,278 | 111,534 ⁽⁵⁾ | 676,812 |
| Accumulated other comprehensive loss | (78,010) | — | (78,010) |
| Treasury stock, at cost | (197,277) | — | (197,277) |
| Total shareholders' equity-Matthews | <u>480,942</u> | <u>111,534</u> | <u>592,476</u> |
| Noncontrolling interests | <u>—</u> | <u>—</u> | <u>—</u> |
| Total shareholders' equity | <u>480,942</u> | <u>111,534</u> | <u>592,476</u> |
| Total liabilities and shareholders' equity | <u><u>\$ 1,694,442</u></u> | <u><u>\$ (90,217)</u></u> | <u><u>\$ 1,604,225</u></u> |

MATTHEWS INTERNATIONAL CORPORATION AND SUBSIDIARIES
PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME (LOSS) (Unaudited)
for the year ended September 30, 2025
(Dollar amounts in thousands, except per share data)

| | Historical | Transaction accounting adjustments | Pro forma |
|--|--------------------|---|------------------|
| Sales | \$ 1,497,689 | \$ (72,365) ⁽⁶⁾ | \$ 1,425,324 |
| Cost of sales | <u>(990,096)</u> | <u>41,852</u> ⁽⁶⁾ | <u>(948,244)</u> |
| Gross profit | 507,593 | (30,513) | 477,080 |
| Selling expense | (117,926) | 4,822 ⁽⁷⁾ | (113,104) |
| Administrative expense | (349,284) | 8,041 ⁽⁷⁾ | (341,243) |
| Intangible amortization | (20,069) | 1,781 ⁽⁷⁾ | (18,288) |
| Gain on sale of SGK business | 55,139 | — | 55,139 |
| Gain on sale of the Transferred Entity | <u>—</u> | <u>159,043</u> ⁽⁵⁾ | <u>159,043</u> |
| Operating profit | 75,453 | 143,174 | 218,627 |
| Interest expense | (62,895) | 9,696 ⁽²⁾ | (53,199) |
| Other income (deductions), net | <u>3,651</u> | <u>381</u> ⁽⁷⁾ | <u>4,032</u> |
| Income before income taxes | 16,209 | 153,251 | 169,460 |
| Income tax provision | <u>(40,680)</u> | <u>(46,046)</u> ⁽⁴⁾ | <u>(86,726)</u> |
| Net (loss) income | (24,471) | 107,205 | 82,734 |
| Net loss attributable to noncontrolling interests | <u>—</u> | <u>—</u> | <u>—</u> |
| Net (loss) income attributable to Matthews shareholders | <u>\$ (24,471)</u> | <u>\$ 107,205</u> | <u>\$ 82,734</u> |
| (Loss) earnings per share attributable to Matthews shareholders: | | | |
| Basic | \$ (0.79) | \$ 2.66 | |
| Diluted | \$ (0.79) | \$ 2.62 | |
| Weighted-average shares outstanding (in thousands): | | | |
| Basic shares | 31,098 | | 31,098 |
| Diluted shares ⁽⁸⁾ | 31,098 | | 31,587 |

- (1) The cash consideration received at the closing of the Transaction was used entirely for repayment of debt. See note (2) below.
- (2) These adjustments reflect the Company's use of the proceeds from the Transaction (including certain post-closing adjustments affecting cash consideration) for repayment of debt, and the corresponding reduction of interest expense related to the repayment. The reduction of interest expense was calculated using average interest rates for the period presented for the Company's domestic credit facility.
- (3) These adjustments reflect the elimination of assets and liabilities attributable to the Transferred Entity.
- (4) These adjustments reflect the estimated income tax effects of the pro forma adjustments for the periods presented, as well as the estimated income tax effect of the sale transaction completed on December 31, 2025. The tax effect of the pro forma adjustments was calculated using the historical statutory rates in effect for the periods presented.
- (5) This adjustment reflects the estimated pre-tax gain of \$159.0 million (\$111.5 million after tax) as of September 30, 2025. This represents the recognition of consideration for the sale and derecognition of the assets and liabilities associated with the Transferred Entity and related assets, and includes estimates for transaction costs and certain post-closing adjustments associated with the Transaction. As described previously, the actual gain on the Transaction will be recorded in the Company's consolidated financial statements for the fiscal quarter ending December 31, 2025 and may be different from this current estimate.
- (6) This adjustment reflects the elimination of sales and cost of sales of the Transferred Entity.
- (7) This adjustment reflects the elimination of operating expenses and other income (deductions), net of the Transferred Entity.
- (8) Weighted average diluted shares have been adjusted as the pro forma adjustments resulted in a change from a consolidated net loss to pro forma consolidated net income.

Management's adjustments for any additional costs or cost savings including corporate overhang expected as a result of the completion of the Transaction are excluded from this illustration.