

**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 16, 2020

BWX TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-34658 (Commission File Number)	80-0558025 (IRS Employer Identification No.)
800 Main Street, 4th Floor Lynchburg, Virginia (Address of principal executive offices)		24504 (Zip Code)

Registrant's telephone number, including area code: (980) 365-4300

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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.01 par value	BWXT	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 16, 2020, the Board of Directors of BWX Technologies, Inc. (“BWXT,” “we” or “us”) appointed retired Admiral John M. Richardson to our Board of Directors as a Class II director with an initial term expiring at our annual meeting of shareholders in 2021. Adm. Richardson has also been appointed to the Audit and Finance Committee and the Compensation Committee. Adm. Richardson will receive the non-executive director compensation as set forth under “Compensation of Directors” in our Definitive Proxy Statement filed with the Securities and Exchange Commission (“SEC”) on March 17, 2020 and incorporated herein by reference. In addition, Adm. Richardson entered into the Company's standard form of director and officer indemnification agreement, a copy of which was filed with the SEC on August 5, 2015 as Exhibit 10.15 to our Quarterly Report on Form 10-Q for the quarter ended June 30, 2015 and is incorporated herein in its entirety.

The Board of Directors made an affirmative determination that Adm. Richardson is an independent director under the New York Stock Exchange Listing Standards. Adm. Richardson does not have an interest in any transactions requiring disclosure under Item 404(a) of Regulation S-K, and there are no arrangements or understandings between him and any other person pursuant to which has was appointed as a director.

A copy of the press release announcing Adm. Richardson’s appointment to the Board of Directors is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein in its entirety.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

10.1	<u>Form of Director and Officer Indemnification Agreement entered into between the Company and each of its directors and selected officers effective July 1, 2015 (incorporated by reference to Exhibit 10.15 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015 (File No. 1-34658)).</u>
99.1	<u>Press Release dated December 17, 2020.</u>
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

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.

BWX TECHNOLOGIES, INC.

By: /s/ Jason S. Kerr

Jason S. Kerr

Vice President and Chief Accounting Officer

December 17, 2020



news release

**BWXT Names Former Chief of Naval Operations
Adm. John M. Richardson to Board of Directors**

(LYNCHBURG, Va. – December 17, 2020) – BWX Technologies, Inc. (NYSE: BWXT) announced today that retired Adm. John M. Richardson has been appointed to its board of directors.

Adm. Richardson served as the Chief of Naval Operations for the U.S. Navy from 2015 to 2019 and as Director of the Naval Nuclear Propulsion Program from 2012 to 2015. As Chief of Naval Operations, he was responsible for the management of a \$160 billion budget covering 600,000 sailors and civilians, more than 70 installations, 290 warships and more than 2,000 aircraft worldwide.

During his 37 years of service in the U.S. Navy, Adm. Richardson gained valuable operational and national security experience, including responsibility for ensuring the safe, reliable and long-lived operation of naval nuclear reactors for the U.S. Navy's fleet. He also served on four nuclear submarines, including commanding the submarine USS Honolulu.

“Given his impeccable national security credentials and broad executive skill set, Admiral Richardson is exceptionally well suited to join our board,” said John A. Fees, chairman of BWXT. “He has a deep understanding of our business given his previous U.S. Navy roles, and BWXT will greatly benefit from his experience and counsel moving forward.”

Adm. Richardson earned a bachelor’s degree in physics from the U.S. Naval Academy, a master’s degree in electrical engineering from the Massachusetts Institute of Technology and Woods Hole Oceanographic Institution and a master’s degree in National Security Strategy from the National War College.

He also serves on the Board of Directors of The Boeing Company and Exelon Corporation.

About BWXT

At BWX Technologies, Inc. (NYSE: BWXT), we are People Strong, Innovation Driven. Headquartered in Lynchburg, Va., BWXT provides safe and effective nuclear solutions for national security, clean energy, environmental remediation, nuclear medicine and space exploration. With approximately 6,700 employees, BWXT has 12 major operating sites in the U.S. and Canada. In addition, BWXT joint ventures provide management and operations at more than a dozen U.S. Department of Energy and NASA facilities. Follow us on Twitter at @BWXTech and learn more at www.bwxt.com.

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