

**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**

**Qnity Electronics, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**001-42619**  
(Commission  
File Number)

**33-3002745**  
(IRS Employer  
Identification No.)

**974 Centre Road, Building 735**  
**Wilmington, Delaware**  
(Address of principal executive offices)

**19805**  
(Zip Code)

**1 (302) 294-4651**  
(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))

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	Q	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 9, 2025 (the “Effective Date”), Sang Ho Kang, ceased from serving in his role as President of the Semiconductor Technologies segment of Qnity Electronics, Inc. (the “Company”). As of the Effective Date, Sam Ponzo, the Chief Strategy and Commercial Officer of the Company, will become Interim President of the Semiconductor Technologies segment while the Company conducts a search for Mr. Kang’s permanent replacement.

In connection with his separation, Mr. Kang will be eligible to receive severance benefits, subject to his execution and non-revocation of a standard form of release, in accordance with the terms of the Company’s Senior Executive Severance Plan, as filed with the Securities and Exchange Commission (the “SEC”) on November 18, 2025, as Exhibit 10.10 to the Company’s Quarterly Report on Form 10-Q. Mr. Kang’s departure was not related to the Company’s consolidated financial statements, financial reporting or internal controls over financial reporting.

**Item 7.01 Regulation FD Disclosure.**

On December 9, 2025, the Company issued a press release, furnished as Exhibit 99.1, and incorporated herein by reference, regarding Mr. Ponzo’s appointment as Interim President of the Semiconductor Technologies segment.

**Item 8.01 Other Events.**

On December 9, 2025, the Board of Directors of the Company determined that the Company’s first Annual Meeting of Stockholders will be held on May 21, 2026 (the “2026 Annual Meeting”).

Deadlines for submission of nominations and shareholder proposals are set out below for clarity given that this is the Company’s first Annual Meeting. As disclosed in the Company’s information statement, dated October 15, 2025, filed as Exhibit 99.1 to the Company’s Current Report on Form 8-K filed with the SEC on October 15, 2025, for the purposes of the Company’s first annual meeting, the anniversary date of our 2025 annual meeting has been deemed to be May 22, 2026. Please refer to the Company’s Amended and Restated Bylaws (“Bylaws”) for additional information.

- To be considered timely under the Bylaws, stockholder’s notice of director nominations for election to the Company’s Board of Directors (including nominations made pursuant to Rule 14a-19 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and other than “proxy access” director nominations, which are discussed below) and proposals of items of business intended to be presented at the 2026 Annual Meeting, but not included in the Company’s proxy materials, must be delivered to, or mailed to and received by, the Company’s Secretary at the principal executive offices of the Company no earlier than January 22, 2026 and not later than February 21, 2026.
- To be considered timely under Rule 14a-18 of the Exchange Act, stockholder notice of proxy access nominations must be delivered to, or mailed to and received by, the Company’s Secretary at the principal executive offices of the Company not later than January 22, 2026.
- To be considered timely under Rule 14a-8 of the Exchange Act, stockholder proposals eligible to be included in the Company’s annual meeting proxy materials must be received at the Company’s principal executive offices not later than December 19, 2025.

**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits**Exhibit No.[99.1](#)

Press Release of Qnity Electronics, Inc., dated December 9, 2025.

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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.

**QNITY ELECTRONICS, INC.**

By: Peter W. Hennessey /s/  
Name: Peter W. Hennessey  
Title: General Counsel

Date: December 9, 2025

## NEWS RELEASE

**Qnity Announces Segment Leadership Transition**

**WILMINGTON, Del. – December 9, 2025** – Qnity Electronics, Inc. (“Qnity”) (NYSE: Q), a premier technology solutions leader across the semiconductor value chain, today announced that it has appointed Sam Ponzo as Interim President of its Semiconductor Technologies segment, effective immediately. Sam’s appointment follows a mutual decision between the Company and Sang Ho Kang that he would depart from this position.

Sam has close to three decades of strategic business management experience, most recently serving as Qnity’s Chief Strategy & Commercial Officer responsible for overseeing corporate strategy, commercial excellence and the company’s key customer relationships. Prior to the launch of Qnity, Sam spent more than 25 years at DuPont where he held a range of significant leadership positions. Most notably, Sam served as vice president and general manager for DuPont’s Industrial Solutions business in the Electronics & Industrial segment from 2019 to 2024, which included several businesses that are part of Qnity’s advanced electronics portfolio today. Sam was instrumental in delivering topline growth, operational improvement, and portfolio management including acquisitions.

In his interim role, Sam will work closely with the broader Semiconductor Technologies leadership team who bring decades of combined electronics industry expertise and deep experience working alongside Qnity’s key customers.

Qnity will conduct a comprehensive search for the position.

**About Qnity**

Qnity is a premier technology provider across the semiconductor value chain, empowering AI, high performance computing, and advanced connectivity. From groundbreaking solutions for semiconductor chip manufacturing, to enabling high-speed transmission within complex electronic systems, our high-performance materials and integration expertise make tomorrow’s technologies possible. More information about the company, its businesses and solutions can be found at [www.qnityelectronics.com](http://www.qnityelectronics.com).

Qnity™, the Qnity Node Logo, and all products, unless otherwise noted, denoted with TM or ® are trademarks, trade names or registered trademarks of affiliates of Qnity Electronics, Inc.

**Investor Contact**

Nahla Azmy

[nahla.azmy@qnityelectronics.com](mailto:nahla.azmy@qnityelectronics.com)

**Media Contact**

Ashley Boucher

[ashley.boucher@qnityelectronics.com](mailto:ashley.boucher@qnityelectronics.com)