

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

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

Date of Report (Date of Earliest Event Reported): June 23, 2026

Cal-Maine Foods, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-38695
(Commission File Number)

64-0500378
(IRS Employer Identification No.)

1052 Highland Colony Pkwy , Suite 200 , Ridgeland , MS 39157
(Address of principal executive offices (zip code))

601 -948-6813
(Registrant's telephone number, including area code)

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 per share | CALM | The 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.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 23, 2026, the board of directors (the “Board”) of Cal-Maine Foods, Inc. (the “Company”) increased the size of the Board from eight to ten directors, designating the newly created directorships as Class II and Class III directorships, and appointed Haley R. Fisackerly as an independent Class II director and Michael J. Highfield as an independent Class III director, to serve until the Company’s 2026 and 2027 annual meeting of stockholders, respectively, and, in each case, until his successor is duly elected and qualified. Mr. Fisackerly and Mr. Highfield will join the Board’s Compensation, Audit, and Nominating and Corporate Governance Committees. The Board affirmatively determined that both Mr. Fisackerly and Mr. Highfield are independent within the meaning of Nasdaq’s Listing Standards and meet all applicable requirements to serve on each such committee, including the requirements of Nasdaq and the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the regulations pursuant thereto.

Mr. Fisackerly and Mr. Highfield will be compensated for their services in accordance with the Company’s non-employee director compensation program, which provides for an annual fee of \$45,000 to each director. The fee is paid in quarterly installments, in advance. Effective June 23, 2026, the Board’s Compensation Committee approved a grant of shares of restricted stock awards (“RSAs”) with a target grant date value of \$100,000 to each of Mr. Fisackerly and Mr. Highfield under the Company’s Amended and Restated Cal-Maine Foods, Inc. 2012 Omnibus Long-Term Incentive Plan, as amended. Such RSAs vest 100% on January 12, 2029.

Item 7.01 Regulation FD Disclosure

On June 23, 2026 the Company issued a press release announcing the appointment of Mr. Fisackerly and Mr. Highfield as independent directors. A copy of the Company’s press release is attached hereto as Exhibit 99.1.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 hereto, which is furnished herewith pursuant to and relate to this Item 7.01, shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise be subject to the liabilities of Section 18 of the Exchange Act. The information in this Item 7.01 of this Current Report on Form 8-K and Exhibits 99.1 hereto shall not be incorporated by reference into any filing or other document filed by the Company with the SEC pursuant to the Securities Act of 1933, as amended, the rules and regulations of the SEC thereunder, the Exchange Act, or the rules and regulations of the SEC thereunder except as shall be expressly set forth by specific reference in such filing or document.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|---|
| 99.1 | <u>Press Release issued by the Company on June 23, 2026 announcing the expansion of the Board and appointment of Michael J. Highfield and Haley R. Fisackerly and Michael J. Highfield as independent Class III directors</u> |
| 104 | Cover Page Interactive Data File, (embedded within the Inline XBRL document) |

SIGNATURES

Pursuant to the requirements for 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.

CAL-MAINE FOODS, INC.

Date: June 23, 2026

By: /s/ Max P. Bowman
Max P. Bowman
Director, Vice President, and Chief Financial Officer



Press Release

Cal-Maine Foods Expands Board of Directors and Appoints Two Independent Directors

RIDGELAND, Miss., June 23, 2026—Cal-Maine Foods, Inc. (Nasdaq: CALM), the largest egg company in the United States and a leading player in the egg-based food industry, today announced the appointment of Haley R. Fisackerly and Michael J. Highfield as independent members of its Board of Directors, effective June 23, 2026. Concurrently with these appointments, the Board was increased from eight to ten directors.

The appointment of Haley and Mike further strengthens the Board's collective expertise as the company expands its business, pursues new opportunities, and executes its long-term strategic objectives.

“Haley and Mike are accomplished leaders whose experience, judgment, and strategic perspectives will be tremendous assets to our Board and our shareholders,” said Dolph Baker, Board Chair of Cal-Maine Foods. “As Cal-Maine continues its evolution into a more diversified egg-based food company, their expertise in operations, infrastructure, economic development, finance, capital markets, and organizational leadership will help support our continued momentum and long-term value creation.”

Haley R. Fisackerly

Mr. Fisackerly brings more than three decades of leadership experience in utility operations, regulatory affairs, customer service, public policy, and economic development. Mr. Fisackerly currently serves as President and Chief Executive Officer of Entergy Mississippi, LLC. Since assuming his current role in 2008, he has led significant operational, infrastructure, and economic development initiatives. He currently serves on the board of BankFirst Financial Services.

Michael J. Highfield, Ph.D., CFA, CTP, ChBP

Dr. Highfield brings more than two decades of experience in finance, banking, capital markets, governance, and executive leadership. He currently serves as the Provost and Executive Vice President of Mississippi Christian University, where he is responsible for academic strategy, institutional effectiveness, accreditation, and long-term planning. He previously served as Professor of Finance and Head of the Department of Finance and Economics at Mississippi State University and was recently named the next President and Chief Academic Officer of the Graduate School of Banking at LSU. He is a Chartered Financial Analyst (CFA) charterholder, Certified Treasury Professional (CTP), and Chartered Banking Professional (ChBP), with expertise in financial institutions, corporate finance, risk management, and investment oversight.

Mr. Fisackerly and Dr. Highfield will join the Board's Compensation, Audit and Nominating and Corporate Governance Committees.

Following the appointment of Mr. Fisackerly and Dr. Highfield, the Board consists of ten directors, seven of whom are independent.

About Cal-Maine Foods

Cal-Maine Foods, Inc. (NASDAQ: CALM) is the largest egg company in the United States and a leading player in the egg-based food industry. With a strong national footprint, Cal-Maine Foods provides nutritious, affordable, and sustainable protein to millions of households every day.

The company's portfolio spans the full egg value ladder—from conventional to specialty, including cage-free, organic, brown, free-range, pasture-raised, and nutritionally enhanced—serving both retail and foodservice customers nationwide. Cal-Maine Foods also participates in the growing prepared foods sector, with offerings such as pre-cooked egg patties, omelets, folded and scrambled egg formats, hard-cooked eggs, pancakes, waffles, and specialty wraps. Its branded portfolio includes Eggland's Best®, Land O'Lakes®, Farmhouse Eggs®, 4Grain®, Sunups®, Sunny Meadow®, MeadowCreek Foods®, Van's Foods®, and Crepini®.

Headquartered in Ridgeland, Mississippi, Cal-Maine's strategy combines scale, operational excellence, and financial discipline with a commitment to innovation and sustainability, to enable the company to deliver trusted nutrition, enduring partnerships, and long-term value for its stakeholders.

Forward Looking Statements

Statements contained in this press release that are not historical facts are forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. The forward-looking statements are based on management's current intent, belief, expectations, estimates and projections regarding our Company and our industry. These statements are not guarantees of future performance and involve risks, uncertainties, assumptions and other factors that are difficult to predict and may be beyond our control. The factors that could cause actual results to differ materially from those projected in the forward-looking statements include, among others, (i) the risk factors set forth the company's SEC Filings (including its Annual Report on Form 10-K, as updated in Part II Item 1A of the company's quarterly reports on Form 10-Q and Current Reports on Form 8-K), (ii) the risks and hazards inherent in the shell egg, egg products, and prepared foods operations (including, as applicable, disease, pests, weather conditions, and potential for product recall), including but not limited to the current outbreak of HPAI affecting poultry in the U.S., Canada and other countries that was first detected in commercial flocks in the U.S. in February 2022 and that impacted our flocks in the third and fourth quarters of fiscal 2024 and again in March 2026, (iii) changes in the demand for and market prices of shell eggs and feed costs as well as increase in input costs for prepared foods, (iv) our ability to predict and meet demand for cage-free and other specialty eggs, (v) risks, changes, or obligations that could result from our recent or future acquisition of new flocks or businesses, such as our acquisition of Echo Lake Foods completed June 2, 2025, and risks or changes that may cause conditions to completing a pending acquisition not to be met, (vi) our ability to successfully integrate and manage recently acquired businesses like Echo Lake Foods and realize the expected benefits of such acquisitions, including synergies, cost savings, reduction in earnings volatility, margin expansion, financial returns, expanded customer relationships, or sales or growth opportunities, (vii) our ability to compete effectively with existing and new market entrants, retain existing customers, acquire new customers and grow our product mix including our prepared foods product offerings, (viii) the impacts of government, customer and consumer reactions to high market prices for eggs, including, without limitation, potential new or expanded government regulations (ix) potential impacts to our business as a result of our Company

ceasing to be a “controlled company” under the rules of The Nasdaq Stock Market on April 14, 2025, (x) risks relating to potential changes in inflation, interest rates and trade and tariff policies, (xi) adverse results in pending litigation and other legal matters, and (xii) global instability, including as a result of geopolitical conflicts and uncertainties. The company’s SEC filings may be obtained from the SEC or the company’s website, www.calmainefoods.com. Readers are cautioned not to place undue reliance on forward-looking statements because, while we believe the assumptions on which the forward-looking statements are based are reasonable, there can be no assurance that these forward-looking statements will prove to be accurate. Further, forward-looking statements included herein are made only as of the respective dates thereof, or if no date is stated, as of the date hereof. Except as otherwise required by law, we disclaim any intent or obligation to update publicly these forward-looking statements, whether because of new information, future events, or otherwise.

Contacts

Investors: ir@cmfoods.com
Media: media@cmfoods.com
Telephone: (601) 948-6813

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