
**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): **November 8, 2024**



IDEXX LABORATORIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction
of incorporation)*

000-19271
(Commission File Number)

01-0393723
(IRS Employer Identification No.)

One IDEXX Drive, Westbrook, Maine
(Address of principal executive offices)

04092
(ZIP Code)

207.556.0300
(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 (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, \$0.10 par value per share	IDXX	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in 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

(b) On November 8, 2024, Jonathan W. Ayers, a member of the Board of Directors (the “Board”) of IDEXX Laboratories, Inc. (the “Company”), resigned from the Board and its finance committee, effective November 8, 2024. A copy of Mr. Ayers’s resignation letter is included as Exhibit 99.1 to this Current Report on Form 8-K.

Mr. Ayers’s decision to resign was not the result of any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

Mr. Ayers served as the Company’s Chairman of the Board, President and Chief Executive Officer from 2002 through 2019 and as a non-employee director from 2019 until November 8, 2024. The Company and Board thank Mr. Ayers for his more than two decades of service and leadership at the Company and are grateful for his many valuable contributions during his long tenure.

In connection with Mr. Ayers’s resignation, the size of the Board is being reduced from eleven to ten directors.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

[99.1 Resignation letter dated November 8, 2024 of Jonathan W. Ayers.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

IDEXX LABORATORIES, INC.

Date: November 12, 2024

By: /s/ Sharon E. Underberg
Sharon E. Underberg
Executive Vice President, General Counsel and Corporate Secretary

Via Diligent Messenger

November 8, 2024

To: Jay Mazelsky, President, IDEXX Laboratories

CC: Sharon Underberg, Secretary to the Board of Directors

RE: Resignation from the IDEXX Board of Directors

Dear Jay,

I am writing to resign from the Board of Directors of IDEXX, Laboratories, Inc. (the "Company"), and its Finance Committee, effective today, November 8, 2024.

My decision is not the result of any disagreement with the Company's strategy, operations, policies or procedures.

I am grateful for the opportunity to serve as IDEXX's Chairman, President and CEO from 2002 through 2019, and as a non-employee/independent member of a board for the last five years, in support of IDEXX's Purpose, "To be a great company that creates exceptional long-term value for our customers, employees, and shareholders by enhancing the health and well-being of pets, people and livestock."

I wish you and the company the best as you continue to execute on the exceptional growth opportunity in front of IDEXX. If I can be of any further assistance, know that I am available.

Best regards,

/s/ Jonathan W. Ayers
