

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): March 31, 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 March 31, 2025, the board of directors (the “Board”) of Cal-Maine Foods, Inc. (the “Company”) appointed Dudley D. Wooley as an independent Class III director, to serve until the Company’s 2027 annual meeting of stockholders and until his successor is duly elected and qualified. Mr. Wooley will join the Board’s Compensation, Audit, and Nominating and Corporate Governance Committees. The Board affirmatively determined that Mr. Wooley is independent within the meaning of Nasdaq’s Listing Standards and meets 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. Wooley will be compensated for his services in accordance with the Company’s non-employee director compensation program which provides for an annual fee of \$45,000. The fee is paid in quarterly installments, in advance. On March 31, 2026, the Compensation Committee approved a grant of shares of restricted stock awards (“RSAs”) with a target grant date value of \$100,000 to Mr. Wooley 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 April 1, 2026 the Company issued a press release announcing the appointment of Mr. Wooley as a Class III director. A copy of the Company’s press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K.

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	Press Release issued by the Company on April 1, 2026 announcing the appointment of Dudley D. Wooley as a Class III director
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: April 1, 2026

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



Press Release

Cal-Maine Foods Welcomes Dudley D. Wooley to Board of Directors

RIDGELAND, Miss., Apr. 1, 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 Dudley D. Wooley to its Board of Directors. Mr. Wooley brings extensive leadership experience in risk management, business strategy, and governance, further strengthening the Board's depth of expertise as the Company continues executing its long-term growth strategy.

Mr. Wooley currently serves as Chief Executive Officer of Ross & Yerger Insurance, Inc., a super-regional, employee-owned independent insurance agency headquartered in Jackson, Mississippi. With more than three decades at the firm, he has played a central role in shaping its growth, leadership, and long-term strategic direction. He was promoted to CEO/COO in 2013 and has served as CEO since 2025, with responsibility for overall leadership and performance of the organization.

Prior to his current role, Mr. Wooley served as President and Chief Operating Officer, where he led agency growth and profitability initiatives, developed the firm's perpetuation strategy, and supported its sales and management teams. Earlier in his career, he served as an Account Executive and Vice President, overseeing commercial, personal, and group benefit accounts, with a focus on nonprofit and healthcare clients.

In addition to his executive responsibilities, Mr. Wooley serves as a Trustee of the Jones Family Trusts, helping oversee a diversified portfolio of assets across public equities, private equity, real estate, oil and gas, and fixed income investments on behalf of approximately 170 beneficiaries.

"We are pleased to welcome Dudley to the Board," said Dolph Baker, Board Chair of Cal-Maine Foods. "His experience leading a growth-oriented organization and his expertise in risk management and capital allocation align well with our strategic priorities. As we continue progressing toward a higher-value, more consistent earnings model, his perspective will be especially valuable in strengthening our ability to navigate evolving market dynamics, enhance earnings visibility, and deliver durable, long-term growth."

With his experience advising organizations on long-term risk, operational discipline, and strategic expansion, Mr. Wooley is well positioned to support the Company's continued evolution into a more diversified platform with multiple growth drivers and improved long-term earnings visibility.

Mr. Wooley began his career with Andersen Consulting (now Accenture) and later worked at Marketing Research Institute, where he developed experience in consulting, analytics, and client advisory.

He holds a Master of Business Administration from Millsaps College and a Bachelor of Science in Mathematics from Vanderbilt University. He is a Chartered Property Casualty Underwriter (CPCU), Certified Risk Manager (CRM), Certified Insurance Counselor (CIC), and Accredited Adviser in Insurance (AAI).

Mr. Wooley succeeds Jim Poole who recently passed away. The Company extends its appreciation for Mr. Poole's service and legacy.

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®, 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 our 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 November 2023 and that first impacted our flocks in December 2023, 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 and potential future impacts of government, customer and consumer reactions to recent high market prices for eggs, (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

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