
**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): **June 24, 2026**

AEROVIRONMENT, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-33261
(Commission File Number)

95-2705790
(I.R.S. Employer Identification No.)

241 18th Street South, Suite 415
Arlington, Virginia
(Address of Principal Executive Offices)

22202
(Zip Code)

Registrant's telephone number, including area code: **(703) 418-2828**

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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value	AVAV	The NASDAQ Stock Market LLC

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.

On June 24, 2026, upon the recommendation of the Nominating and Corporate Governance Committee of the Board of Directors (the “Board”) of AeroVironment, Inc. (the “Company”), the Board (i) appointed William J. Lynn, III to the Board as a Class I director, effective immediately and (ii) decreased the size of the board from ten (10) to nine (9) directors. The terms of the Company’s Class I directors, including Mr. Lynn, expire at the Company’s 2026 Annual Meeting of Stockholders or upon the election and qualification of successor directors.

There are no arrangements or understandings between Mr. Lynn and any other person pursuant to which he was selected as a director. Mr. Lynn has no family relationship with any director or executive officer of the Company and he has no direct or indirect material interest in any transaction involving the Company required to be disclosed under Item 404(a) of Regulation S-K. Mr. Lynn’s compensation for his Board service will be consistent with that provided to all of the Company’s non-employee directors as disclosed and updated in the Company’s proxy disclosures annually. In addition, the Company entered into an indemnification agreement with Mr. Lynn in connection with his appointment to the Board, in substantially the same form as entered into with the Company’s other directors, available as Exhibit 10.1 in the Company’s Annual Report on Form 10-K for the year ended April 30, 2025.

Item 7.01. Regulation FD Disclosure

On June 25, 2026, the Company issued a press release regarding Mr. Lynn’s appointment to the Board, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

The information in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of such section. Such information shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description
99.1	Press release issued by AeroVironment, Inc., dated June 25, 2026
104	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.

AEROVIRONMENT, INC.

Date: June 25, 2026

By: /s/ Melissa Brown
Melissa Brown
Executive Vice President, Chief Legal Officer & Corporate Secretary



241 18th Street South, Suite 650, Arlington, VA 22202
avinc.com | NASDAQ: AVAV

Press Release

AV Appoints William J. Lynn III to Board of Directors

ARLINGTON, Va. – June 25, 2026 – AeroVironment, Inc. (“AV”) (NASDAQ: AVAV) today announced the appointment of William J. Lynn III to its Board of Directors, effective June 24, 2026.

“Bill’s distinguished service to the nation and extensive experience in government, national security and defense technology will bring valuable insights to the Board,” said Wahid Nawabi, AeroVironment’s chairman, president and chief executive officer. “His perspective as both a defense leader and public-company executive will be a tremendous asset as we continue to scale and advance our leadership position in an increasingly dynamic global security environment.”

“I am honored to join the Board during such a pivotal time for AV and our national defense,” said Lynn. “AV’s innovative solutions are precisely the capabilities our warfighters and allies need, and I look forward to helping the company advance its mission and drive growth.”

Lynn served as Chairman and Chief Executive Officer of Leonardo DRS, Inc. (NASDAQ: DRS), a leading defense electronics company, from 2012 until 2026. Previously, he served as the 30th U.S. Deputy Secretary of Defense from 2009 to 2011 under Secretaries Robert Gates and Leon Panetta, where as the Department’s chief operating officer he led the development of the Department’s first cyber strategy.

Earlier in his career, he held senior roles at Raytheon Company (now NYSE: RTX) and within the Department of Defense, including as Under Secretary of Defense (Comptroller) and Chief Financial Officer. Lynn is a graduate of Dartmouth College, holds a J.D. from Cornell Law School and an M.P.A. in international affairs from Princeton University.

About AV

AeroVironment (“AV”) (NASDAQ: AVAV) is a defense technology leader delivering integrated capabilities across air, land, sea, space, and cyber. The Company develops and deploys autonomous systems, loitering munitions, counter-UAS technologies, space-based platforms, directed energy systems, and cyber and electronic warfare capabilities—built to meet the mission needs of today’s warfighter and tomorrow’s conflicts. At the core of these technologies lies AV_Halo™, a modular, mission-ready suite of AI-powered software platform that empowers warfighters and enables full-battlefield dominance: detect, decide, deliver. With a national manufacturing footprint and a deep innovation pipeline, AV delivers proven systems and future-defining capabilities at speed, scale, and operational relevance. For more information, visit www.avinc.com.



Press Release

Safe Harbor Statement

Certain statements in this press release may constitute "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. These statements are based on current expectations, forecasts, and assumptions that involve risks and uncertainties, which could cause actual results to differ materially. Factors that may cause such differences include, but are not limited to, our ability to perform under existing contracts and obtain new ones; regulatory changes; competitor activities; market growth; product development challenges; and general economic conditions. For a more detailed discussion of these risks, please refer to AeroVironment's filings with the Securities and Exchange Commission. We undertake no obligation to update forward-looking statements as a result of new information or future events.

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For additional media and information, please follow us:



Media Contact:

BJ Koubaroulis
pr@avinc.com
703.718.4060

Investor Contact:

Denise Pacioni
ir@avinc.com
805.795.4108
