

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): April 4, 2025

THE SHYFT GROUP, INC.  
(Exact Name of Registrant as Specified in Its Charter)

Michigan  
(State or Other Jurisdiction  
of Incorporation)

001-33582  
(Commission File No.)

38-2078923  
(IRS Employer  
Identification No.)

41280 Bridge Street, Novi, Michigan  
(Address of Principal Executive Offices)

48375  
(Zip Code)

(517) 543-6400  
(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	SHYF	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.

The information in this Current Report on Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and is not to be incorporated by reference into any filing by The Shyft Group, Inc., a Michigan corporation (the “Company” or “Shyft”), under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language contained in such filing, unless otherwise expressly stated in such filing.

#### **Item 7.01 Regulation FD Disclosure.**

On April 4, 2025, the Company issued a press release regarding the filing of a registration statement on Form S-4 by Aebi Schmidt Holding AG (“Aebi Schmidt”) in connection with the Company’s proposed merger with an indirect, wholly owned subsidiary of Aebi Schmidt. The press release is attached hereto as Exhibit 99.1 and will also be available on the Company’s investor relations website, <https://theshyftgroup.com/investor-relations>, under the “Press Releases” tab and the “Resources” page of the Company’s investor relations website dedicated for the proposed merger, [aspecialtyvehiclesleader.com](https://www.aspecialtyvehiclesleader.com), under the “Press Releases” heading.

#### **No offer or solicitation**

This communication is for informational purposes only and is not intended to and shall not constitute an offer to buy or sell, or the solicitation of an offer to buy or sell, any securities, or a solicitation of any vote or approval, nor shall there be any offer, solicitation or sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made in the United States absent registration under the U.S. Securities Act of 1933, as amended (“Securities Act”), or pursuant to an exemption from, or in a transaction not subject to, such registration requirements.

#### **Participants in the Solicitation**

Shyft, Aebi Schmidt and certain of their respective directors and executive officers and other members of their respective management and employees may be deemed to be participants in the solicitation of proxies in connection with the proposed transaction. Information regarding the persons who may, under the rules of the Securities and Exchange Commission (“SEC”), be deemed participants in the solicitation of proxies in connection with the proposed transaction, including a description of their direct or indirect interests in the transaction, by security holdings or otherwise, are set forth in the combined proxy statement/prospectus and other relevant materials filed with the SEC. Information regarding the directors and executive officers of Shyft is contained in the sections entitled “*Election of Directors*” and “*Ownership of Securities*” included in Shyft’s proxy statement for the 2025 annual meeting of stockholders, which was filed with the SEC on March 31, 2025 (and which is available at [https://www.sec.gov/Archives/edgar/data/743238/000114036125011166/ny20039255x1\\_def14a.htm](https://www.sec.gov/Archives/edgar/data/743238/000114036125011166/ny20039255x1_def14a.htm)) and in the section entitled “*Directors, Executive Officers and Corporate Governance*” included in Shyft’s Annual Report on Form 10-K for the year ended December 31, 2024, which was filed with the SEC on February 20, 2025 (and which is available at [https://www.sec.gov/Archives/edgar/data/743238/000143774925004501/shyf20241231c\\_10k.htm](https://www.sec.gov/Archives/edgar/data/743238/000143774925004501/shyf20241231c_10k.htm)), and certain of its Current Reports filed on Form 8-K. These documents can be obtained free of charge from the sources indicated below.

#### **Additional information and where to find it**

Aebi Schmidt filed a registration statement on Form S-4 with the SEC in connection with the proposed transaction. The Form S-4 contains a combined proxy statement/prospectus of Shyft and Aebi Schmidt. Aebi Schmidt and Shyft prepared and filed the combined proxy statement/prospectus with the SEC and Shyft will mail the combined proxy statement/prospectus to its stockholders and file other documents regarding the proposed transaction with the SEC. This communication is not a substitute for any registration statement, proxy statement/prospectus or other documents that may be filed with the SEC in connection with the proposed transaction. INVESTORS SHOULD READ THE COMBINED PROXY STATEMENT/PROSPECTUS AND SUCH OTHER DOCUMENTS FILED OR TO BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THE COMBINED PROXY STATEMENT/PROSPECTUS AND SUCH DOCUMENTS, BEFORE THEY MAKE ANY DECISION WITH RESPECT TO THE PROPOSED TRANSACTION, BECAUSE THEY CONTAIN IMPORTANT INFORMATION. The Form S-4, the combined proxy statement/prospectus and all other documents filed with the SEC in connection with the transaction will be available free of charge on the SEC’s web site at [www.sec.gov](http://www.sec.gov). Copies of documents filed with the SEC by Shyft will be made available free of charge on Shyft’s investor relations website at <https://theshyftgroup.com/investor-relations/>.

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## Forward-Looking Statements

Certain statements in this Current Report on Form 8-K are forward-looking statements. In some cases, Shyft has identified forward-looking statements by such words or phrases as “will likely result,” “is confident that,” “expect,” “expects,” “should,” “could,” “may,” “will continue to,” “believe,” “believes,” “anticipates,” “predicts,” “forecasts,” “estimates,” “projects,” “potential,” “intends” or similar expressions identifying “forward-looking statements”, including the negative of those words and phrases. Such forward-looking statements are based on management’s current views and assumptions regarding future events, future business conditions and the outlook for Shyft based on currently available information. These forward-looking statements may include projections of Shyft’s future financial performance, Shyft’s anticipated growth strategies and anticipated trends in Shyft’s business. These statements are only predictions based on management’s current expectations and projections about future events. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results to be materially different from any results, levels of activity, performance or achievements expressed or implied by any forward-looking statement and may include statements regarding the expected timing and structure of the proposed transaction; the ability of the parties to complete the proposed transaction considering the various closing conditions; the expected benefits of the proposed transaction, such as improved operations, enhanced revenues and cash flow, synergies, growth potential, market profile, business plans, expanded portfolio and financial strength; the competitive ability and position of the combined company following completion of the proposed transaction; and anticipated growth strategies and anticipated trends in Shyft’s, Aebi Schmidt’s and, following the completion of the proposed transaction, the combined company’s business.

Additional factors that could cause actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward-looking statements include, among others, the non-satisfaction or non-waiver, on a timely basis or otherwise, of one or more closing conditions to the proposed transaction; the prohibition or delay of the consummation of the proposed transaction by a governmental entity; the risk that the proposed transaction may not be completed in the expected time frame; unexpected costs, charges or expenses resulting from the proposed transaction; uncertainty of the expected financial performance of the combined company following completion of the proposed transaction; failure to realize the anticipated benefits of the proposed transaction, including as a result of delay in completing the proposed transaction or integration; the ability of the combined company to implement its business strategy; difficulties and delays in achieving revenue and cost synergies of the combined company; inability to retain and hire key personnel; negative changes in the relationships with major customers and suppliers that adversely affect revenues and profits; disruptions to existing business operations; the occurrence of any event that could give rise to termination of the proposed transaction; potential litigation in connection with the proposed transaction or other settlements or investigations that may affect the timing or occurrence of the contemplated transaction or result in significant costs of defense, indemnification and liability; risks related to ownership of Aebi Schmidt common stock; uncertainty as to the long-term value of the combined company’s common stock; and the diversion of Shyft’s and Aebi Schmidt’s management’s time on transaction-related matters. These risks, as well as other risks associated with the businesses of Shyft and Aebi Schmidt, are more fully discussed in the combined proxy statement/prospectus. Although management believes the expectations reflected in the forward-looking statements are reasonable, Shyft cannot guarantee future results, level of activity, performance or achievements. Moreover, neither management, Shyft nor any other person assumes responsibility for the accuracy and completeness of any of these forward-looking statements. Shyft wishes to caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. Shyft is under no duty to and specifically declines to undertake any obligation to publicly revise or update any of these forward-looking statements after the date of this communication to conform its prior statements to actual results, revised expectations or to reflect the occurrence of anticipated or unanticipated events.

Additional information concerning these and other factors that may impact Shyft’s and Aebi Schmidt’s expectations and projections can be found in Shyft’s periodic filings with the SEC, including Shyft’s Annual Report on Form 10-K for the fiscal year ended December 31, 2024, and any subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Shyft’s SEC filings are available publicly on the SEC’s website at [www.sec.gov](http://www.sec.gov).

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are being filed herewith:

99.1            [Press Release, dated as of April 4, 2025, issued by The Shyft Group, Inc.](#)  
104            Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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.

Dated: April 4, 2025

**THE SHYFT GROUP, INC.**

By: /s/ Joshua A. Sherbin  
Joshua A. Sherbin  
Chief Legal, Administrative and Compliance Officer

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The Shyft Group announces filing of registration statement on Form S-4 by the Aebi Schmidt Group in connection with their proposed merger



- The registration statement includes combined company pro forma U.S. GAAP revenues of \$1.9 billion and adjusted EBITDA of \$148 million in 2024
- Upon the closing of the proposed merger, the combined company will be named "Aebi Schmidt Group" and listed and traded on Nasdaq under the symbol "AEBI"

NOVI, Mich., April 4, 2025 /PRNewswire/ -- The Shyft Group, Inc. (NASDAQ: SHYF) ("Shyft"), the North American leader in specialty vehicle manufacturing, assembly and upfit for the commercial, retail and service specialty vehicle markets announced that Aebi Schmidt Group ("Aebi Schmidt") has filed a registration statement on Form S-4 with the Securities and Exchange Commission ("SEC") relating to their previously announced proposed merger ("Merger").

The registration statement includes a preliminary prospectus and proxy statement in connection with the Merger. Although the registration statement has not yet become effective and the information contained therein is subject to change, it provides important information about Shyft, Aebi Schmidt, and the Merger. The registration statement includes pro forma U.S. GAAP financial results for 2024, including combined revenues of \$1.9 billion and adjusted EBITDA of \$148 million. The expected closing date of the Merger is mid-2025 and the closing is subject to the registration statement being declared effective by the SEC, approval by shareholders of Shyft, and certain other customary closing conditions.

Upon the consummation of the Merger, the combined company is expected to be named Aebi Schmidt Group, and its shares will be listed and traded on the Nasdaq under the ticker symbol "AEBI".

"Filing the S-4 is an important milestone as we move closer to completing the merger and begin the SEC review process," said James Sharman, Chairman of the Board of Directors of Shyft. "We look forward to bringing together the strengths and expertise of both teams to build a company with the size and scale to deliver exceptional value for our customers, drive sustainable growth, and create long-term shareholder value."

### **About The Shyft Group**

Shyft is the North American leader in specialty vehicle manufacturing, assembly, and upfit for the commercial, retail, and service specialty vehicle markets. Our customers include first-to-last mile delivery companies across vocations, federal, state, and local government entities; the trades; and utility and infrastructure segments. Shyft is organized into two core business units: Shyft Fleet Vehicles and Services™ and Shyft Specialty Vehicles™. Today, its family of brands include Utilimaster®, Blue Arc™ EV Solutions, Royal® Truck Body, DuraMag® and Magnum®, Strobes-R-Ups, Spartan® RV Chassis, Builtmore Contract Manufacturing™, and Independent Truck Upfitters. Shyft and its go-to-market brands are well known in their respective industries for quality, durability, and first-to-market innovation. Shyft employs approximately 2,900 employees and contractors across campuses, and operates facilities in Arizona, California, Florida, Indiana, Iowa, Maine, Michigan, Missouri, Pennsylvania, Tennessee, Texas, and Saltillo, Mexico. Shyft reported sales of \$786 million in 2024. Investor materials are available on [The Shyft Group Investor Relations](#) site and on the merger microsite, [A Specialty Vehicles Leader](#).

### **About the Aebi Schmidt Group**

Aebi Schmidt is a global leader in intelligent solutions for customers who care for clean and safe infrastructure. The unique variety of its range of products comprises its own vehicles as well as innovative attachable and demountable devices for individual vehicle equipment. The products combine with a support and service program perfectly tailored to sophisticated customer needs and offer the appropriate solution to nearly any challenge. The globally active group with headquarters in Switzerland has generated net sales of over 1 billion EUR in 2024. Aebi Schmidt currently employs around 3,000 people in 16 sales organizations and over a dozen production facilities worldwide. The company is represented in a further 90 countries through established dealer partnerships. The portfolio consists of the product brands Aebi, Schmidt, Nido, Arctic, Monroe, Towmaster, Swenson, Meyer, MB, ELP and Ladog – all well-established on the market, some of which have been represented for more than 100 years.

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## Forward Looking Statement

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## CONTACTS

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### Investors:

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