

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K/A

Amendment No. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended June 30, 2022

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-14757

EVI Industries, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

11-2014231

(I.R.S. Employer  
Identification No.)

4500 Biscayne Blvd., Suite 340, Miami, Florida

(Address of principal executive offices)

33137

(Zip Code)

Registrant's telephone number, including area code 305-402-9300

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, \$0.025 par value	EVI	NYSE American

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes  No

The aggregate market value as of December 31, 2021 of the registrant's common stock, the only class of voting or non-voting common equity of the registrant, held by non-affiliates of the registrant was approximately \$146,057,713, based on the closing price of the registrant's common stock on the NYSE American on that date.

The number of outstanding shares of the registrant's common stock as of October 24, 2022 was 12,522,647.

DOCUMENTS INCORPORATED BY REFERENCE

None.

Auditor Firm ID: 243

Auditor Name: BDO USA, LLP

Auditor Location: Miami, Florida

EXPLANATORY NOTE

EVI Industries, Inc. (the "Company") is filing this Amendment No. 1 (this "Amendment") to its Annual Report on Form 10-K for the fiscal year ended June 30, 2022 (the "Fiscal 2022 Form 10-K"), as filed with the Securities and Exchange Commission (the "SEC") on September 13, 2022, solely to provide the remaining information required by Items 10-14 of Part III of Form 10-K. Except as it relates to the provision of such information, this Amendment does not reflect subsequent events occurring after the original filing date of the Fiscal 2022 Form 10-K or modify or update in any way disclosures made in the Fiscal 2022 Form 10-K.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this Amendment also contains new certifications of the Company's principal executive officer and principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Because no financial statements are included in this Amendment and this Amendment does not contain or amend any disclosure with respect to Items 307 or 308 of Regulation S-K promulgated by the SEC under the Exchange Act, paragraphs 3, 4 and 5 of the Section 302 certifications have been omitted. In addition, because no financial statements are included in this Amendment, new certifications of the Company's principal executive officer and principal financial officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 are not required to be included with this Amendment.

---

## TABLE OF CONTENTS

	<u>Page</u>
<b>PART III</b>	
Item 10 <a href="#">Directors, Executive Officers and Corporate Governance</a>	2
Item 11 <a href="#">Executive Compensation</a>	5
Item 12 <a href="#">Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>	10
Item 13 <a href="#">Certain Relationships and Related Transactions, and Director Independence</a>	12
Item 14 <a href="#">Principal Accountant Fees and Services</a>	14
<b>PART IV</b>	
Item 15 <a href="#">Exhibit and Financial Statement Schedules</a>	15
<a href="#">SIGNATURES</a>	16

-i-

---

### [Table of Contents](#)

## PART III

### Item 10. Directors, Executive Officers and Corporate Governance.

#### Executive Officers and Directors

The following table lists the names and ages of the Company's executive officers and directors, and their respective positions with the Company.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Henry M. Nahmad	43	Chairman, Chief Executive Officer and President
Dennis Mack	78	Executive Vice President, Corporate Strategy and Director
Tom Marks	63	Executive Vice President, Business Development and President of West Region
Robert H. Lazar	58	Chief Financial Officer and Chief Accounting Officer
David Blyer	62	Director
Glen Kruger	47	Director
Timothy P. LaMacchia	60	Director
Hal M. Lucas	43	Director

Set forth below is certain additional information for each executive officer and director of the Company, including his principal occupation or employment for at least the previous five years and, with respect to each director, his specific experience, qualifications, attributes and/or skills which, in the opinion of the Company's Board of Directors (the "Board"), qualifies him to serve as a director and are likely to enhance the Board's ability to manage and direct the Company's business and affairs.

**Henry Nahmad** has served as a director of the Company and as Chairman, Chief Executive Officer and President of the Company since March 2015. Prior to joining the Company, Mr. Nahmad served as Chief Executive Officer of Chemstar Corp., a provider of food safety and sanitation solutions, from July 2009 to March 2014. From 2001 to 2004 and from 2007 to 2009, Mr. Nahmad worked in various capacities at Watsco, Inc., the largest distributor of HVAC/R products. The Board believes that Mr. Nahmad's knowledge, leadership skills, business relationships, and experience, including with respect to growth from acquisitions and other strategic transactions, make Mr. Nahmad a valuable member of the Board and benefit the Company, including with respect to its business, operations and growth strategy.

**Dennis Mack** has served as Executive Vice President of the Company since October 2016 when he was appointed to such position in connection with the Company's acquisition of Western State Design at that time. In December 2018, his corporate title was changed to Executive Vice President, Corporate Strategy. Mr. Mack has also been a director of the Company since November 2016. Mr. Mack founded Western State Design in 1974 and has served as its President since its inception. The Board believes that it benefits from Mr. Mack's knowledge of the commercial laundry industry as well as his understanding of the operations, prospects, products, customers, suppliers and employees of Western State Design.

**Tom Marks** has served as Executive Vice President of the Company since October 2016 when he was appointed to such position in connection with the Company's acquisition of Western State Design at that time. In December 2018, his corporate title was changed to Executive Vice President, Business Development and he was named President of the Company's West Region in January 2021. Mr. Marks has also been employed by Western State Design since 1987, including as Executive Vice President since 2007.

-2-

---

### [Table of Contents](#)

**Robert H. Lazar** was appointed to serve as the Company's Chief Financial Officer in May 2017 after joining the Company as its Chief Accounting Officer and Vice President of Finance in January 2017. Mr. Lazar previously served as Chief Accounting Officer and Vice President of Finance for Steiner Leisure Limited, a provider of spa services and manufacturer and distributor of cosmetics, where he was employed since 2000. Prior to joining Steiner Leisure Limited, Mr. Lazar worked in various capacities at Arthur Andersen LLP, including as Senior Manager from 1995 to 2000.

**David Blyer** has served as a director of the Company since 1998. Since April 2017, Mr. Blyer has served as President and Chief Executive Officer of Arreva LLC, which provides software to serve the fundraising and donor relationship management needs of nonprofit organizations. Arreva is the successor by merger to DonorCommunity Inc., a company founded by Mr. Blyer which provided a software platform to non-profit organizations to assist in their operational and fundraising activities. Mr. Blyer served as President and Chief Executive Officer of DonorCommunity from August 2010 until the time of its merger with Telosa Software to form Arreva. Mr. Blyer was Co-Chairman of Stone Profiles LLC (formerly Profiles in Concrete, Inc.), a manufacturer and installer of architectural cast stone for the residential and commercial construction markets, from January 2005 until March 2010. From July 2002 until January 2005, Mr. Blyer was an independent consultant. Mr. Blyer was Chief Executive Officer and President of Vento Software, Inc., a developer of software for specialized business applications, from 1994, when he co-founded Vento, until November 1999, when Vento was acquired by SPSS



Henry M. Nahmad Chairman, Chief Executive Officer and President	2022	\$607,692	\$550,000(3)	\$4,499,986	-	-	-	-	\$5,657,678
	2021	\$550,000	-	-	-	-	-	-	\$550,000
Tom Marks Executive Vice President, Business Development and President of West Region	2022	\$400,000	\$150,000(4)	-	-	-	-	\$8,700	\$558,700
	2021	\$300,000	\$150,000(3)	\$1,836,600	-	-	-	\$2,850	\$2,289,450
Robert H. Lazar Chief Financial Officer and Chief Accounting Officer	2022	\$231,923	-	\$254,999	-	-	-	\$6,500	\$493,422
	2021	\$205,000	\$40,000(3)	\$263,981	-	-	-	-	\$508,981

- (1) The Company does not have an employment agreement with any of the Named Executive Officers. The compensation of the Named Executive Officers is determined by the Compensation Committee of the Board of Directors. Each Named Executive Officer receives an annual base salary and may receive bonuses, in cash and/or equity awards, pursuant to bonus plans which may be established from time to time by the Compensation Committee or otherwise at the discretion of the Compensation Committee. Equity awards, if any, are granted under the Company's 2015 Equity Incentive Plan, as amended (the "Equity Incentive Plan"). The Named Executive Officers are also provided certain benefits, including health and welfare benefits and the right to participate in the Company's participatory Section 401(k) Profit Sharing Plan described below, on the same basis as the Company's other employees.
- (2) Represents the annual base salary paid to the Named Executive Officer during the applicable fiscal year. Each Named Executive Officer's annual base salary is subject to adjustment from time to time at the discretion of the Compensation Committee. Upon the approval of the Compensation Committee, (i) effective November 19, 2021, the annual base salary of Mr. Nahmad was increased from \$550,000 to \$650,000, (ii) effective July 1, 2021, the annual base salary of Mr. Marks was increased from \$300,000 to \$400,000, and (iii) effective September 13, 2021, the annual base salary of Mr. Lazar was increased from \$205,000 to \$240,000.
- (3) Represents discretionary bonuses paid upon the approval of the Compensation Committee, in each cash, based upon a subjective evaluation of the performance of the Company and the applicable Named Executive Officer. As described in further detail under "Chief Executive Officer Compensation" below, Mr. Nahmad's fiscal year 2022 bonus consisted of a \$250,000 cash bonus and a stock award of \$300,000 of shares of the Company's Common Stock. With respect to the bonuses paid to Mr. Mack and Mr. Lazar for the fiscal year ended June 30, 2021, the Compensation Committee considered the recommendation of the Company's Chief Executive Officer and the performance and financial condition of the Company, including, in the case of Mr. Marks, Western State Design and the other operating subsidiaries of the Company comprising the Company's West Region (of which Mr. Marks is the President).
- (4) Commencing with the fiscal year ended June 30, 2022, Mr. Marks receives a quarterly cash bonus of \$37,500. The payment of such bonus is at the discretion of the Compensation Committee and may be modified or terminated at any time by the Compensation Committee. Such bonus is in addition to any other bonuses which Mr. Marks may receive from time to time, including additional discretionary cash bonuses to the extent determined by the Compensation Committee.

-5-

#### Table of Contents

- (5) In addition to the bonuses presented in the table, during September 2022, the Company, upon the approval of the Compensation Committee, paid discretionary cash bonuses of \$550,000 to Mr. Nahmad, \$150,000 to Mr. Marks and \$60,000 to Mr. Lazar, in each case, based upon a subjective evaluation of the performance of the Company and the applicable Named Executive Officer. These bonuses are not reflected in the table but will be included in the applicable Named Executive Officer's compensation for the fiscal year ending June 30, 2023.
- (6) Represents the aggregate grant date fair value of (i) in the case of Mr. Nahmad, a restricted stock award of 124,309 shares of the Company's Common Stock granted to Mr. Nahmad during November 2021, (ii) in the case of Mr. Marks, 60,000 restricted stock units granted to Mr. Marks during November 2020, each of which represents a contingent right to receive one share of the Company's Common Stock upon vesting, and (iii) in the case of Mr. Lazar, a restricted stock award of 10,303 shares of the Company's Common Stock granted to Mr. Lazar during September 2021 (which is included in Mr. Lazar's compensation for the fiscal year ended June 30, 2022) and a restricted stock award of 8,624 shares of the Company's Common Stock granted to Mr. Lazar during November 2020 (which is included in Mr. Lazar's compensation for the fiscal year ended June 30, 2021). Each such grant was made under the Company's Equity Incentive Plan upon the approval of the Compensation Committee. Additional information regarding these grants, including the vesting schedules, is set forth below under "Outstanding Equity Awards at June 30, 2022" and, in the case of the grant to Mr. Nahmad, "Chief Executive Officer Compensation." Assumptions used in the calculation of the grant date fair value of the restricted stock awards and units are included in Note 20 to the Company's audited consolidated financial statements contained in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2022, as filed with the SEC on September 13, 2022. Due to the long-term vesting of a majority of these restricted stock awards and units (subject to potential vesting acceleration under limited circumstances) and the risk of forfeiture until vesting, the present value of the restricted stock awards and units is significantly less than the grant date fair value presented in the table.
- (7) In addition to the restricted stock awards presented in the table, during September 2022, the Company, upon the approval of the Compensation Committee, granted (a) a restricted stock award of 202,430 shares of the Company's Common Stock to Mr. Nahmad, (b) a restricted stock award of 20,242 shares of the Company's Common Stock to Mr. Lazar, and (c) 40,486 restricted stock units to Mr. Marks. Subject to the terms and conditions of the Company's Equity Incentive Plan and the applicable award agreements, the restricted stock awards and restricted stock units granted to the Named Executive Officers during September 2022 are in each case scheduled to vest 50% on the ten-year anniversary of the grant date and 50% in four equal annual installments commencing in September 2023. These restricted stock awards and units are not reflected in the table but will be included in the applicable Named Executive Officer's compensation for the fiscal year ending June 30, 2023.

#### Chief Executive Officer Compensation

As reflected in the "Summary Compensation Table" above and described in the footnotes thereto, during November 2021, upon the approval of the Compensation Committee, Mr. Nahmad's annual base salary was increased from \$550,000 to \$650,000 and the Company granted to Mr. Nahmad (i) a discretionary bonus of \$550,000, of which \$250,000 was paid in cash and \$300,000 was paid in the form of a stock award of 8,287 immediately vested shares of the Company's Common Stock, and (ii) a restricted stock award of 124,309 shares of the Company's Common Stock. Mr. Nahmad surrendered to the Company 3,261 of the immediately vested shares in order to satisfy the Company's tax withholding obligation relating to the grant thereof. Subject to the terms and conditions of the Company's Equity Incentive Plan and the related restricted stock award agreement, a total of 25% of the restricted shares granted to Mr. Nahmad during November 2021 is scheduled to vest ratably over four years from the grant date. The remaining 75% of such restricted share grant is scheduled to vest on November 5, 2040 (the "Cliff Vest Date"), which is the date on which Mr. Nahmad will reach the age of 62, subject to accelerated vesting of 50% of such shares if the Company's total consolidated revenues for four consecutive fiscal quarters, in the aggregate, equals or exceeds a certain specified amount (which would represent an approximately 50% increase in total revenues compared to the Company's consolidated revenues for the fiscal year ended June 30, 2021). See also "Compensation Plans and Arrangements" below for information regarding the accelerated vesting of restricted stock awards in the event of Mr. Nahmad's death or Disability (as defined in his restricted stock award agreements) and the potential accelerated vesting in connection with any Change in Control of the Company (as defined in the Company's Equity Incentive Plan).

In addition, as described in the footnotes to the "Summary Compensation Table" above, during September 2022, upon the approval of the Compensation Committee, the Company granted to Mr. Nahmad a discretionary cash bonus of \$550,000 and a restricted stock award of 202,430 shares of the Company's Common Stock. Subject to the terms

and conditions of the Company's Equity Incentive Plan and the related restricted stock award agreement, a total of 50% of the restricted shares granted to Mr. Nahmad during September 2022 is scheduled to vest ratably over four years from the grant date. The remaining 50% of such restricted share grant is scheduled to vest on the ten-year anniversary of the grant date.

[Table of Contents](#)

In approving the base salary increase during November 2021 and the bonuses and restricted stock awards granted during November 2021 and September 2022, the Compensation Committee considered, among other things, the success and performance of the Company and Mr. Nahmad as its Chief Executive Officer, Mr. Nahmad's role and leadership in connection with the Company's navigation of the COVID-19 pandemic, the Company's optimization and modernization initiatives, and the Company's retention of key executives and employees, and the continued success of the Company's growth strategy, both through organic growth initiatives and the Company's buy-and-build growth strategy.

**Outstanding Equity Awards at June 30, 2022**

The following table sets forth certain information regarding restricted stock awards (or, in the case of Tom Marks only, restricted stock units) of the Company's Common Stock held by Henry M. Nahmad, Tom Marks and Robert H. Lazar as of June 30, 2022. Other than as set forth below, none of the Named Executive Officers held any restricted stock awards, restricted stock units or other equity-based awards, including stock options, of the Company at June 30, 2022.

Name	Stock Awards			
	Number of shares or units of stock that have not vested (#)	Market value of shares of units of stock that have not vested (\$)	Equity incentive plan awards: Number of unearned shares, units or other rights that have not vested (#)	Equity incentive plan awards: Market or payout value of unearned shares, units or other rights that have not vested (\$)
Henry M. Nahmad	311,071(1)	\$3,107,599	-	-
	311,071(1)	\$3,107,599	-	-
	158,085(2)	\$1,579,269	-	-
	124,309(3)	\$1,241,847	-	-
Tom Marks	60,000(4)	\$599,400	-	-
Robert H. Lazar	18,088(5)	\$180,699	-	-
	6,500(6)	\$64,935	-	-
	8,085(7)	\$80,769	-	-
	10,303(8)	\$102,927	-	-

- (1) Represents restricted shares of the Company's Common Stock. Subject to the terms and conditions of the Company's Equity Incentive Plan and the related restricted stock award agreement, including as described below under "Compensation Plans and Arrangements," these restricted shares are scheduled to vest on November 5, 2040, the date on which Mr. Nahmad will reach the age of 62.
- (2) Represents restricted shares of the Company's Common Stock. Subject to the terms and conditions of the Company's Equity Incentive Plan and the related restricted stock award agreement, including as described under "Chief Executive Officer Compensation" above and "Compensation Plans and Arrangements" below, 135,502 of these restricted shares are scheduled to vest on November 5, 2040, the date on which Mr. Nahmad will reach the age of 62, and the balance of these restricted shares is scheduled to vest in two remaining equal annual installments during February 2023 and 2024.

[Table of Contents](#)

- (3) Represents restricted shares of the Company's Common Stock. Subject to the terms and conditions of the Company's Equity Incentive Plan and the related restricted stock award agreement, including as described under "Chief Executive Officer Compensation" above and "Compensation Plans and Arrangements" below, 75% of these restricted shares are scheduled to vest on November 5, 2040, the date on which Mr. Nahmad will reach the age of 62 (subject to accelerated vesting with respect to 50% of such shares under certain circumstances), and the balance of these restricted shares is scheduled to vest in four equal annual installments during November 2022, 2023, 2024 and 2025.
- (4) Represents restricted stock units, each of which represents a contingent right to receive one share of the Company's Common Stock upon vesting. Subject to the terms and conditions of the Company's Equity Incentive Plan and the related restricted stock unit agreement, including as described below under "Compensation Plans and Arrangements," these restricted stock units are scheduled to vest on November 3, 2030 (subject to an accelerated vesting schedule for 50% of such shares if the Company's total consolidated revenues for four consecutive fiscal quarters, in the aggregate, equals or exceeds a certain specified amount, which would represent an approximately 50% increase in total revenues compared to the Company's consolidated revenues for the fiscal year ended June 30, 2020).
- (5) Represents restricted shares of the Company's Common Stock. Subject to the terms and conditions of the Company's Equity Incentive Plan and the related restricted stock award agreement, including as described below under "Compensation Plans and Arrangements," these restricted shares are scheduled to vest on June 2, 2027.
- (6) Represents restricted shares of the Company's Common Stock. Subject to the terms and conditions of the Company's Equity Incentive Plan and the related restricted stock award agreement, including as described below under "Compensation Plans and Arrangements," these restricted shares are scheduled to vest on October 28, 2029.
- (7) Represents restricted shares of the Company's Common Stock. Subject to the terms and conditions of the Company's Equity Incentive Plan and the related restricted stock award agreement, including as described below under "Compensation Plans and Arrangements," 6,468 of these restricted shares are scheduled to vest on February 12, 2026, the date on which Mr. Lazar will reach the age of 62 (subject to an accelerated vesting schedule for 50% of such shares if the Company's total consolidated revenues for four consecutive fiscal quarters, in the aggregate, equals or exceeds a certain specified amount, which would represent an approximately 50% increase in total revenues compared to the Company's consolidated revenues for the fiscal year ended June 30, 2020), and the balance of these restricted shares is scheduled to vest in three remaining equal annual installments during November 2022, 2023 and 2024.
- (8) Represents restricted shares of the Company's Common Stock. Subject to the terms and conditions of the Company's Equity Incentive Plan and the related restricted stock award agreement, including as described below under "Compensation Plans and Arrangements," 75% of these restricted shares are scheduled to vest on September 10, 2031, and the balance of these restricted shares is scheduled to vest on September 10, 2025.

As previously described, in addition to the restricted stock awards set forth in the table above, during September 2022, the Company, upon the approval of the Compensation

Committee, granted (a) a restricted stock award of 202,430 shares of the Company's Common Stock to Mr. Nahmad, (b) a restricted stock award of 20,242 shares of the Company's Common Stock to Mr. Lazar, and (c) 40,486 restricted stock units to Mr. Marks. Subject to the terms and conditions of the Company's Equity Incentive Plan and the applicable award agreements, the restricted stock awards and restricted stock units granted to the Named Executive Officers during September 2022 are in each case scheduled to vest 50% on the ten-year anniversary of the grant date and 50% in four, equal annual installments commencing in September 2023.

-8-

[Table of Contents](#)

**Compensation Plans and Arrangements**

As described above, no Named Executive Officer is a party to an employment agreement with the Company. In addition, the Company has no plans or arrangements with any Named Executive Officer which provide for the payment of retirement benefits, or benefits that would be paid primarily following retirement, other than the Company's participatory Section 401(k) Profit Sharing Plan, a deferred compensation plan under which the Company currently matches 50% of employee contributions up to 6% of an eligible employee's yearly compensation on a discretionary basis. Such compensation is tax deferred under Section 401(k) of the Internal Revenue Code of 1986, as amended (the "Code"). Further, the Company has no contracts, agreements, plans or arrangements that provide for the payment in the future to any Named Executive Officer following or in connection with his resignation, termination of employment, or a change in control of the Company. However, outstanding restricted stock awards and units of the Company's Common Stock, including those granted to the Named Executive Officers, will accelerate and immediately vest, to the extent not previously vested or forfeited, in the event of the award holder's death or Disability (as defined in the restricted stock award or unit agreements). In addition, pursuant to the Company's Equity Incentive Plan, such restricted stock awards and units may, in the discretion of the Compensation Committee, accelerate and immediately vest, to the extent not previously vested or forfeited, upon a Change in Control of the Company (as defined in the Company's Equity Incentive Plan). In the event that vesting is accelerated, any unrecognized stock-based compensation expense would be immediately recognized. Had the restricted stock awards and units held by the Named Executive Officers as of June 30, 2022 vested upon their death or Disability or upon a Change in Control of the Company, in each case, occurring on June 30, 2022, the value of the accelerated vesting would have been \$10.1 million (based on the closing price of the Company's Common Stock on the NYSE American on June 30, 2022) and the Company would have recognized \$17.9 million of stock-based compensation.

**Director Compensation**

The Compensation Committee, with the input and assistance of the Company's Chief Executive Officer, recommends director compensation to the full Board of Directors. The Board of Directors approves director compensation based on factors it considers to be appropriate, market conditions and trends, and the recommendation of the Compensation Committee.

The compensation program for the Company's non-employee directors is intended to assist the Company in attracting and retaining qualified directors, reward non-employee directors for their service on the Board and its committees through both equity awards and cash fees, and align the interests of the non-employee directors with those of stockholders. Pursuant to the program, each non-employee director currently receives annually a grant of \$50,000 of restricted stock units (based on the closing price of the Company's Common Stock on the date of grant), which generally vest in four equal annual installments beginning on the first anniversary of the grant date. The restricted stock units are granted under, and subject to, the Company's Equity Incentive Plan and related restricted stock unit agreements. In addition, the Company's compensation program for its non-employee directors also includes a cash component, pursuant to which (i) each non-employee director currently receives an annual cash fee of \$5,000, (ii) the Chairman of the Audit Committee currently receives an additional annual cash fee of \$12,000 (which was increased from \$10,000 during December 2021), (iii) each other member of the Audit Committee currently receives an additional annual cash fee of \$4,000 (which was increased from \$2,500 during December 2021), (iv) the Chairman of the Compensation Committee currently receives an additional annual cash fee of \$7,500 (which was increased from \$5,000 during December 2021), and (v) each other member of the Compensation Committee currently receives an additional annual cash fee of \$5,000 (which was increased from \$3,500 during December 2021).

The Company does not provide any tax gross-ups to its non-employee directors, all of whom are responsible for their respective tax obligations relating to their compensation for Board and committee service. Directors are also reimbursed for their reasonable out-of-pocket expenses incurred in connection with performing their duties. Directors of the Company who are also employees of the Company do not receive compensation for their service as directors, but are reimbursed for their reasonable out-of-pocket expenses incurred in connection with performing their duties as directors.

-9-

[Table of Contents](#)

**Director Compensation Table – Fiscal 2022**

The following table sets forth certain information regarding the compensation paid to the Company's non-employee directors during fiscal 2022 in consideration for his service on the Board and its committees during the year.

Name	Fees Earned or Paid in Cash	Stock Awards(1)	Option Awards	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
David Blyer	\$9,250	\$50,000	-	-	-	-	\$59,250
Glen Kruger	\$8,250	\$50,000	-	-	-	-	\$58,250
Timothy P. LaMacchia	\$16,000	\$50,000	-	-	-	-	\$66,000
Hal M. Lucas	\$11,250	\$50,000	-	-	-	-	\$61,250

(1)Represents the grant date fair value of the restricted stock units granted to each of Messrs. Blyer, Kruger, LaMacchia and Lucas during December 2021. The restricted stock units granted to each such non-employee director cover a total of 1,584 shares and are scheduled to vest in equal annual installments on the first, second, third and fourth anniversary of the grant date. Assumptions used in the calculation of the grant date fair value of these restricted stock units are included in Note 20 to the Company's audited consolidated financial statements contained in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2022, as filed with the SEC on September 13, 2022.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

**Security Ownership of Certain Beneficial Owners and Management**

The following table indicates, as of October 24, 2022, information about the beneficial ownership of the Company's Common Stock by (i) each director of the Company, (ii) each Named Executive Officer of the Company, (iii) all directors and executive officers of the Company as of October 24, 2022 as a group and (iv) each person who the Company knows beneficially owns more than 5% of the Company's Common Stock outstanding, plus shares deemed outstanding pursuant to Rule 13d-3(d)(1) under the Exchange Act. All such shares were owned directly with sole voting and investment power unless otherwise indicated. Except as otherwise indicated, the information provided in the following table was obtained from filings with the SEC and the Company pursuant to the Exchange Act. For purposes of the following table, in accordance with Rule 13d-

3 under the Exchange Act, a person is deemed to be the beneficial owner of any shares of the Company's Common Stock which he or she has or shares, directly or indirectly, voting or investment power, or which he or she has the right to acquire beneficial ownership of at any time within 60 days after October 24, 2022. As used herein, "voting power" is the power to vote, or direct the voting of, shares, and "investment power" includes the power to dispose of, or direct the disposition of, shares. Except as otherwise indicated, the address of each beneficial owner named in the table below is c/o EVI Industries, Inc., 4500 Biscayne Blvd., Suite 340, Miami, Florida 33137.

-10-

[Table of Contents](#)

Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Symmetric Capital LLC	2,838,194	20.6%
Symmetric Capital II LLC	1,290,323	9.4%
Henry M. Nahmad	5,293,519(1)	38.4%
Dennis Mack 2331 Tripaldi Way Hayward, CA 94545	1,022,495	7.4%
Tom Marks 2331 Tripaldi Way Hayward, CA 94545	1,022,495(2)	7.4%
David Blyer	4,563(3)	*
Glen Kruger	1,335(3)	*
Timothy P. LaMacchia	4,250(3)	*
Hal M. Lucas	3,063(3)	*
Robert H. Lazar	63,625(4)	*
Conestoga Capital Advisors, LLC(5) 550 E. Swedesford Rd. Ste 120 Wayne, PA 19087	1,148,042	8.3%
All directors and executive officers as of October 24, 2022 as a group (8 persons)	7,419,470(1)(3)(4)(6)	53.9%

\* Less than one percent of class.

- (1) Includes (a) the 2,838,194 shares and 1,290,323 shares beneficially owned by Symmetric Capital and Symmetric Capital II, respectively, all of which Mr. Nahmad may be deemed to have voting and investment power over as a result of his position as Manager of such entities, and (b) 1,106,966 shares subject to restricted stock awards granted to Mr. Nahmad which have not yet vested but as to which Mr. Nahmad has voting power. Mr. Nahmad does not have investment power over any such restricted shares.
- (2) Shares are beneficially owned by Mr. Marks indirectly through a family trust and trusts for the benefit of his children.
- (3) Includes, for each director, 1,250 shares which are covered by restricted stock units granted to such director that are scheduled to vest within 60 days after October 24, 2022. Also includes, for each of Mr. Blyer, Mr. LaMacchia and Mr. Lucas, 343 shares subject to restricted stock awards previously granted to such director which have not yet vested but as to which such director has voting power. No director has investment power over any such restricted shares.
- (4) Includes 63,218 shares subject to restricted stock awards previously granted to Mr. Lazar which have not yet vested but as to which Mr. Lazar has voting power. Mr. Lazar does not have investment power over any such restricted shares.
- (5) The address and share ownership information is based on the Schedule 13G/A filed by Conestoga Capital Advisors with the SEC on January 10, 2022. Conestoga Capital Advisors disclosed in such Schedule 13G/A that it has sole voting power over 1,110,837 of such shares and sole dispositive power over all 1,148,042 of the shares.

-11-

[Table of Contents](#)

- (6) In addition to the shares beneficially owned by the Company's directors and executive officers as listed in this table, the Company's Board of Directors also has the power to direct the voting of an additional 1,541,293 shares of the Company's Common Stock pursuant to stockholders agreements entered into in connection with business acquisitions previously effected by the Company. Including these shares, the Company's directors and executive officers, and the Company's Board of Directors, collectively have voting power over shares representing approximately 65.1% of the total voting power of the Company.

**Equity Compensation Plan Information**

Information required by Item 12 of Form 10-K with respect to the Company equity compensation plans is set forth under Item 12 of Part III of the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2022, as filed with the SEC on September 13, 2022.

**Item 13. Certain Relationships and Related Transactions, and Director Independence.**

**Certain Relationships and Related Transactions**

*Controlled Company*

The Company's executive officers and directors, including the Company's Board of Directors pursuant to stockholders agreements entered into in connection with business acquisitions previously effected by the Company, may be deemed beneficially own and have the power to vote a total of 8,960,763 shares of the Company's Common Stock,

which represents approximately 65.1% of the total voting power of the Company. Included in these shares are a total of 5,293,519 shares which Henry M. Nahmad, the Company's Chairman, Chief Executive Officer and President, beneficially owns and has the power to vote, which includes (i) shares held directly by Mr. Nahmad, (ii) shares held by Symmetric Capital and Symmetric Capital II, which Mr. Nahmad, as the Manager of each such entity, has the power to vote, and (iii) restricted shares previously granted to Mr. Nahmad which he has the power to vote. Accordingly, the Company's management, including Mr. Nahmad and the Company's Board of Directors, collectively have the voting power to control the election of the Company's directors and any other matter requiring the affirmative vote or consent of a majority of the outstanding shares of the Company's Common Stock.

#### *Related Person Transactions*

Certain of the Company's subsidiaries lease warehouse and office space from one or more of the principals or former principals of the Company or its subsidiaries. These leases include the following:

On October 10, 2016, the Company's wholly-owned subsidiary, Western State Design, entered into a lease agreement pursuant to which it leases 17,600 square feet of warehouse and office space from an affiliate of Dennis Mack, a director and Executive Vice President, Corporate Strategy of the Company, and Tom Marks, Executive Vice President, Business Development and President of the West Region of the Company. The lease had an initial term of five years and provides for two successive three-year renewal terms at the option of the Company. Monthly base rental payments were \$12,000 during the initial term of the lease. The Company exercised its option to renew the lease for the first three-year renewal term, which commenced in October 2021. Base rent for the first renewal term is \$19,000 per month. In addition to base rent, Western State Design is responsible under the lease for costs related to real estate taxes, utilities, maintenance, repairs and insurance. Payments under this lease totaled approximately \$207,000 and \$144,000 and during fiscal 2022 and 2021, respectively.

On October 31, 2017, the Company's wholly-owned subsidiary, Tri-State Technical Services, entered into lease agreements pursuant to which it leases a total of 81,000 square feet of warehouse and office space from an affiliate of Matt Stephenson, President of Tri-State. Monthly base rental payments total \$21,000 during the initial terms of the leases. In addition to base rent, Tri-State is responsible under the leases for costs related to real estate taxes, utilities, maintenance, repairs and insurance. Each lease has an initial term of five years and provides for two successive three-year renewal terms at the option of the Company. Payments under these leases totaled approximately \$252,000 during each of fiscal 2022 and 2021.

-12-

#### [Table of Contents](#)

On February 9, 2018, the Company's wholly-owned subsidiary, AAdvantage Laundry Systems, entered into a lease agreement pursuant to which it leases a total of 5,000 square feet of warehouse and office space from an affiliate of Mike Zuffinetti, former Chief Executive Officer of AAdvantage. Monthly base rental payments are \$4,000 during the initial term of this lease. AAdvantage also leases warehouse and office space from an affiliate of Mike Zuffinetti under a separate lease agreement. Monthly base rental payments under this lease are \$36,000. In addition to base rent, AAdvantage is responsible under each of these leases for costs related to real estate taxes, utilities, maintenance, repairs and insurance. Each lease has an initial term of five years and provides for two successive three-year renewal terms at the option of the Company. Payments under the leases described in this paragraph totaled approximately \$481,000 during each of fiscal 2022 and 2021.

On September 12, 2018, the Company's wholly-owned subsidiary, Scott Equipment, entered into lease agreements pursuant to which it leases a total of 18,000 square feet of warehouse and office space from an affiliate of Scott Martin, President of Scott Equipment. Monthly base rental payments total \$11,000 during the initial terms of the leases. In addition to base rent, Scott Equipment is responsible under the leases for costs related to real estate taxes, utilities, maintenance, repairs and insurance. Each lease has an initial term of five years and provides for two successive three-year renewal terms at the option of the Company. Payments under these leases totaled approximately \$137,000 during each of fiscal 2022 and 2021.

On February 5, 2019, the Company's wholly-owned subsidiary, PAC Industries, entered into two lease agreements pursuant to which it leases a total of 29,500 square feet of warehouse and office space from an affiliate of Frank Costabile, former President of PAC Industries, and Rocco Costabile, former Director of Finance of PAC Industries. Monthly base rental payments total \$14,600 during the initial terms of the leases. In addition to base rent, PAC Industries is responsible under the leases for costs related to real estate taxes, utilities, maintenance, repairs and insurance. Each lease has an initial term of four years and provides for two successive three-year renewal terms at the option of the Company. Payments under these leases totaled approximately \$184,000 and \$180,000 during fiscal 2022 and 2021, respectively.

On November 3, 2020, the Company's wholly-owned subsidiary, YES, entered into a lease agreement pursuant to which it leases a total of 12,500 square feet of warehouse and office space from an affiliate of Peter Limoncelli, President of YES. Monthly base rental payments total \$11,000 during the initial term of the lease. In addition to base rent, YES is responsible under the lease for costs related to real estate taxes, utilities, maintenance, repairs and insurance. The lease has an initial term of three years and provides for three successive three-year renewal terms at the option of the Company. Payments under this lease totaled approximately \$142,000 and \$92,000 during fiscal 2022 and 2021, respectively.

On February 7, 2022, the Company's wholly-owned subsidiary, CLK, entered into two lease agreements pursuant to which it leases a total of 20,300 square feet of warehouse and office space from an affiliate of William Kincaid, President of CLK. Monthly base rental payments total \$20,000 during the initial term of the lease. In addition to base rent, CLK is responsible under the lease for costs related to real estate taxes, utilities, maintenance, repairs and insurance. The lease has an initial term of three years and provides for three successive three-year renewal terms at the option of the Company. Payments under this lease totaled approximately \$80,000 during fiscal 2022.

#### **Director Independence**

The Company's Board of Directors has determined that David Blyer, Glen Kruger, Timothy P. LaMacchia and Hal M. Lucas, who together comprise a majority of the Board of Directors, are independent. For purposes of making its independence determinations, the Board of Directors used the definition of independence set forth in the rules of the NYSE American.

-13-

#### [Table of Contents](#)

#### **Item 14. Principal Accountant Fees and Services.**

The following table sets forth the fees billed to the Company by BDO USA, LLP ("BDO"), the Company's independent registered public accounting firm for the fiscal years ended June 30, 2022 and 2021.

	<b>For the fiscal year ended June 30,</b>	
	<b>2022</b>	<b>2021</b>
Audit Fees	\$ 835,200	\$ 652,000
Audit-Related Fees	—	—
Tax Fees	177,700	238,800
All Other Fees	—	—

Total Fees	\$ 1,012,900	\$ 890,800
------------	--------------	------------

*Audit Fees.* Audit fees were for the audits of the Company's annual consolidated financial statements for fiscal 2022 and 2021 included in the Company's Annual Reports on Form 10-K for those fiscal years, and reviews of the Company's quarterly financial statements included in the Company's Quarterly Reports on Form 10-Q during such fiscal years. The audit fees for each fiscal year also include fees related to the auditor attestation of management's report on internal control over financial reporting included in the Company's Annual Report on Form 10-K for such fiscal year.

*Tax Fees.* Tax fees were for services related to tax return preparation and tax advice.

*All Other Fees.* No fees other than audit fees and tax fees were paid by the Company to BDO for fiscal 2022 or 2021.

In connection with the standards for independence of a company's independent registered public accounting firm, the Audit Committee considered whether the provision of non-audit services by BDO was compatible with maintaining the independence of such firm in the conduct of its auditing functions.

It is the policy of the Audit Committee that all audit, audit-related, tax and other permissible non-audit services provided by the Company's independent registered public accounting firm be pre-approved by the Audit Committee. It is expected that pre-approval will be for periods up to one year and be set forth in an engagement letter approved by the Audit Committee that applies to the particular services or category of services to be provided and subject to a specific budget. The policy also requires additional approval of any engagements that were previously approved but are anticipated to exceed the pre-approved fee budget level. The policy permits the Chairman of the Audit Committee to pre-approve services by the Company's independent registered public accounting firm where the Company deems it necessary or advisable that such services commence prior to the next regularly scheduled meeting of the Audit Committee, provided that the Chairman of the Audit Committee is required to report to the full Audit Committee on any pre-approval determinations made in this manner at the next Audit Committee meeting. All of the services performed by the Company's independent registered public accounting firm during fiscal 2022 and 2021 were pre-approved by the Audit Committee.

The Audit Committee has selected BDO to act as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2023. However, the Audit Committee has the right to select different auditors if it deems a change to be in the Company's best interests.

-14-

[Table of Contents](#)

#### PART IV

##### Item 15. Exhibit and Financial Statement Schedules.

(a) Documents filed as part of this Report:

(3) Exhibits. The following exhibits are filed with this Amendment:

<u>Exhibit No.</u>	<u>Description</u>
31(a)	<a href="#">Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
31(b)	<a href="#">Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>

-15-

[Table of Contents](#)

#### SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

EVI Industries, Inc.

Dated: October 28, 2022

By: /s/ Henry M. Nahmad  
Henry M. Nahmad  
Chairman, Chief Executive Officer and President

-16-

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Henry M. Nahmad, certify that:

1. I have reviewed this annual report on Form 10-K/A of EVI Industries, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

/s/ Henry M. Nahmad  
Henry M. Nahmad  
Principal Executive Officer  
Date: October 28, 2022

---

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Robert H. Lazar, certify that:

1. I have reviewed this annual report on Form 10-K/A of EVI Industries, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

/s/ Robert H. Lazar  
Robert H. Lazar  
Principal Financial Officer  
Date: October 28, 2022

---