

**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 2, 2019

SUN HYDRAULICS CORPORATION

(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction
of incorporation)

0-21835
(Commission
File Number)

59-2754337
(IRS Employer
Identification No.)

1500 West University Parkway, Sarasota, Florida
(Address of principal executive offices)

34243
(Zip Code)

Registrant's telephone number, including area code: (941) 362-1200

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions see General Instructions 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))

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 Arrangement with Certain Officers

On April 2, 2019, Sun Hydraulics Corporation and Wolfgang Dangel, its CEO, entered into an amendment to Mr. Dangel's Executive Continuity Agreement dated April 4, 2016 (the "Agreement"). In the amendment, Mr. Dangel agreed to forego the tax gross-up provided for in the Agreement in the event of a change in control.

On April 5, 2019, the Employment Agreement of Kennon Guglielmo, Co-General Manager of Enovation Controls, LLC ("Enovation"), expired. Mr. Guglielmo served as Co-General Manager pursuant to the Employment Agreement that was entered into in connection with the December 5, 2016 acquisition of Enovation by Sun Hydraulics Corporation. With the expiration of his Employment Agreement, Mr. Guglielmo is no longer serving in this capacity. Ms. Jinger McPeak, who served with Mr. Guglielmo as Co-General Manager, will continue to lead the business.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

[99.1 Amendment to Executive Continuity Agreement.](#)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

SUN HYDRAULICS CORPORATION

Dated: April 8, 2019

By: _____ /s/ Tricia L. Fulton
Tricia L. Fulton
Chief Financial Officer (Principal Financial and Accounting Officer)

**AMENDMENT TO
EXECUTIVE CONTINUITY AGREEMENT**

THIS AMENDMENT TO EXECUTIVE CONTINUITY AGREEMENT (“Agreement”) made and entered into as of April 2 2019, by and between **SUN HYDRAULICS CORPORATION**, a Florida corporation (the “Company”) and **WOLFGANG H. DANGEL**, an individual residing in Sarasota, Florida (“Executive”).

W I T N E S S E T H:

WHEREAS, Executive and the Company entered into a Change of Control Agreement as of April 4, 2016 (the “Agreement”), in connection with Executive’s appointment as President and Chief Executive Officer of the Company which includes a tax gross-up provision (“tax provision”);

WHEREAS, the Company, with the active participation of Executive, is substantially revising the Company’s compensation policy and programs to align more closely executive compensation with the Vision 2025 strategy; and in connection therewith, the Executive in his role as Chief Executive Officer of the Company intends to recommend that future change-in-control agreements do not include tax provisions; and

WHEREAS, the Board of Directors of the Company has determined that, to further the purposes for which the Agreement was entered into, it is in the best interests of the Company to express the Board’s support of Executive’s leadership with respect to executive compensation and to amend the Agreement to eliminate the tax provision;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Bank and Executive agree as follows:

1. Section 6 of the Agreement – Tax Matters is hereby amended to delete Section 6(b) Section 280G of the Code in its entirety, whereupon Section 6(b) shall have no further force or effect.
2. This Agreement is made by the Company in order to induce Executive to remain in the Company’s employ, with the Company’s acknowledgment and intent that it will be relied upon by Executive, and in consideration of the services to be performed by Executive from time to time hereafter. However, this Agreement is not an agreement to employ Executive for any period of time or at all.
3. Except as expressly amended hereby, the Agreement shall continue in full force and effect in accordance with the provisions thereof.

IN WITNESS WHEREOF, the undersigned have executed or caused to be executed this Agreement as of the date first above written.

SUN HYDRAULICS CORPORATION

By: /s/ Philippe Lemaitre
Philippe Lemaitre, Chairman, Board of Directors

“EXECUTIVE”

/s/ Wolfgang H. Dangel
WOLFGANG H. DANGEL