

**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) May 9, 2023

BUTLER NATIONAL CORPORATION

(Exact name of registrant as specified in its charter)

Kansas
(State or other jurisdiction
of incorporation)

0-1678
(Commission
File Number)

41-0834293
(IRS Employer
Identification No.)

One Aero Plaza, New Century, Kansas
(Address of principal executive offices)

66031
(Zip Code)

Registrant's telephone number, including area code (913) 780-9595

19920 W. 161st Street, Olathe, Kansas 66062
(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 Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17CFR 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
None	None	None

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.

The Board of Directors of the Butler National Corporation (the “Company”) appointed Christopher J. Reedy, 57, as President and Chief Executive Officer of the Company on May 10, 2023. The Company issued a press release announcing his promotion on May 12, 2023, which is attached hereto as Exhibit 99.1.

Mr. Reedy has been employed by the Company for 22 years and most recently served as the Company’s Executive Vice President, Chief Operating Officer and Secretary. He previously served as the Company’s Vice President and Secretary since 2005. Mr. Reedy’s employment is subject to an employment contract with the Company that runs through December 31, 2024, a copy of which was filed as Exhibit 10.2 to the Current Report on Form 8-K filed February 4, 2020. Mr. Reedy’s compensation is disclosed in the Company’s definitive proxy statement filed with the SEC on August 15, 2022, and no change in his compensation has occurred as a result of his promotion.

Other than the employment contract referenced above, there are no other arrangements or understandings between Mr. Reedy and any other person pursuant to which he was appointed as Chief Executive Officer. There are no family relationships between Mr. Reedy and any director or executive officer of the Company and there are no relationships or related transactions between Mr. Reedy and the Company that would be required to be reported pursuant to Item 404(a) of Regulation S-K.

Tad M. McMahon, effective May 10, 2023, has been named Secretary of the Company, which is in addition to his duties as Chief Financial Officer. Following Mr. Reedy’s promotion, the Board eliminated the position of Chief Operating Officer.

Effective May 9, 2023, the employment of Clark D. Stewart with the Company was terminated by Mr. Stewart for good reason. Mr. Stewart remains on the Company’s Board of Directors.

Item 9.01 Financial Statements and Exhibits

No.	Description
99.1	Press Release dated May 12, 2023
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.

Date: May 12, 2023

BUTLER NATIONAL CORPORATION

/s/ Tad M. McMahon

Tad M. McMahon
Chief Financial Officer and Secretary



BUTLER NATONAL PROMOTES CHRIS REEDY FROM COO TO PRESIDENT AND CEO

Reedy's Leadership and Operational Expertise Poised to Drive Butler National's Progress

Butler National Relocates Headquarters to New Hangar, Enhancing Presence and Boosting Operational Efficiency

New Century, Kan. - May 12, 2023 - Butler National Corporation (OTCQB: BUKS), a recognized provider of professional management services in the gaming industry and a leader in special mission aircraft modifications, announces the promotion of Christopher J. Reedy from his current position as Chief Operating Officer to President and Chief Executive Officer. Reedy's extensive experience and leadership skills will continue to guide the company's strategic vision and growth. Additionally, Butler National has relocated its headquarters to a new facility at the New Century Airport.

Reedy, who has been a pivotal part of Butler National for over two decades, brings a wealth of experience to the President and CEO position. Leveraging his unique combination of legal and engineering expertise, Reedy has built a remarkable record of achievement in both the gaming and aviation segments of Butler National Corp. Since joining the corporation in November 2000, Reedy has held multiple roles, demonstrating his versatility and commitment. He served as Secretary starting in 2005 and was appointed COO earlier this year, exhibiting his ability to navigate and lead in diverse operational areas.

Reedy holds a Bachelor of Science in Electrical Engineering from Kansas State University, complemented by a Juris Doctorate from the University of Missouri-Kansas City.

"I believe that Chris Reedy is the right person to lead the Company through a period of change. His proven, complementary experience and skills in both aviation and gaming establish him as the perfect fit for the role of Butler National President and CEO," said R. Warren Wagoner, Chairman of the Butler National Board of Directors. "I am confident that Mr. Reedy will leverage his twenty-plus years of Butler National experience to lead the Company in the best interest of shareholders and as a valuable resource for the Corporation."

In a strategic move to boost its operational efficiency and presence, Butler National has transitioned its headquarters to a newly constructed facility adjoining the avionics operation at the New Century Airport. Situated approximately four miles from the previous Olathe location, the new headquarters is located at One Aero Plaza, New Century, Kansas 66031. This move brings leadership, engineering, sales, and avionics operations under one roof, fostering improved communication and collaboration.

(more)

“Moving our company headquarters to a new, expanded Airport facility brings several efficiencies. It allows our leadership to be on-site at a modification facility and creates a central hub for engineers, sales and avionics operations,” said Chris Reedy, President and CEO. “The facility also offers a professional location to meet with customers and expand operations.”

The new location represents Butler National’s commitment to providing unparalleled service in its special mission aircraft modifications and professional management services in the gaming industry.

About Butler National Corporation

Butler National Corporation has been a recognized provider of professional management services in the gaming industry for more than 20 years. Following the enactment of the Kansas Expanded Lottery Act (KELA), Butler National competed for a contract to manage a Lottery Gaming Facility for the State of Kansas. In 2008, Butler National Service Corporation (a Butler National Corporation subsidiary) proposed and was awarded a contract to manage the Boot Hill Casino & Resort in Dodge City. When Boot Hill Casino opened in 2009, it was the first state-owned and -operated casino in Kansas. In addition to its gaming division, Butler National manufactures, sells and services support systems for private, commercial and military aircraft. Subsidiaries include Avcon Industries, Inc., Butler Avionics, Inc. and Butler National Corporation (Tempe).

About Boot Hill Casino & Resort

Boot Hill Casino & Resort, managed by BHCMC, LLC and Butler National Service Corporation, wholly-owned subsidiaries of Butler National Corporation (OTCQB: BUKS), features over 500 electronic gaming machines, 14 table games, and a 150-seat casual dining restaurant known as Firesides at Boot Hill. The facility now features a DraftKings branded retail sports book.

The \$90 million Boot Hill Casino project opened in December 2009. The lottery facility games at Boot Hill Casino & Resort are owned and operated by the Kansas Lottery. The Kansas Racing and Gaming Commission provides regulatory oversight for the casino. For more information about Boot Hill Casino & Resort, please visit us at www.boothillcasino.com, or call us at 1.877.906.0777.

About Butler National Corporation Aerospace Segment

Butler National Aerospace businesses include Avcon Industries, Inc., a leading provider of aircraft structural modifications and systems integrations to both commercial and government entities; Butler Avionics, Inc., a FAA-approved repair station specializing in avionics retrofits, overhauls, manufacturing and repair; and Butler National Corporation – Tempe, a manufacturer of electronic controls and cabling.

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