

**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 26, 2024**

KIRBY CORPORATION

(Exact name of registrant as specified in its charter)

Nevada
(State or Other Jurisdiction of Incorporation)

1-7615
(Commission File
Number)

74-1884980
(IRS Employer Identification No.)

55 Waugh Drive, Suite 1000
Houston, Texas
(Address of Principal Executive Offices)

77007
(Zip Code)

Registrant's telephone number, including area code: **713-435-1000**

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	KEX	New York Stock Exchange

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 26, 2024, the Board of Directors (the “Board”) of Kirby Corporation (the “Company”) amended the bylaws of the Company (as amended or modified from time to time, the “Bylaws”), which became effective on that date, in order to, among other things, provide that the role of Chief Executive Officer may be a separate office from the Chairman of the Board or the President and to clarify the role of the Chief Executive Officer, if a separate office.

The foregoing description is a summary and is qualified in its entirety by reference to the full text of the Amendment to the Bylaws, a copy of which is attached as Exhibit 3.2 hereto and is incorporated by reference herein.

Item 5.07. Submission of Matters to a Vote of Security Holders.

Kirby held its Annual Meeting of Stockholders on April 26, 2024, at which the stockholders voted on the following matters:

1. Tanya S. Beder, Barry E. Davis, and Susan W. Dio were elected Class II directors of Kirby to serve until the 2027 Annual Meeting of Stockholders by the following vote:

	For	Against	Abstain	Broker Non-Votes
Tanya S. Beder	53,146,925	1,273,303	19,613	2,159,985
Barry E. Davis	53,805,503	615,522	18,816	2,159,985
Susan W. Dio	54,334,125	85,545	20,171	2,159,985

2. The Audit Committee's selection of KPMG LLP as Kirby's independent registered public accounting firm for 2024 was ratified by the following vote:

For	54,572,860
Against	2,005,701
Abstain	21,265
Broker non-votes	0

3. The compensation of Kirby's named executive officers was approved on a non-binding advisory basis by the following vote:

For	38,734,276
Against	15,319,817
Abstain	385,748
Broker non-votes	2,159,985

Item 9.01. Financial Statements and Exhibits

- (d) Exhibits
-

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
3.1	Bylaws of the Company, as amended to April 25, 2024 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on October 28, 2022).
3.2*	Amendment to Bylaws of Kirby Corporation dated April 26, 2024.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed herewith.

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.

KIRBY CORPORATION

Date: April 26, 2024

By: /s/ Raj Kumar

Raj Kumar
Executive Vice President
and Chief Financial Officer

Amendment to Bylaws of Kirby Corporation

Dated April 26, 2024

Kirby Corporation, a corporation organized under the laws of the State of Nevada, by its Vice President, General Counsel and Secretary does hereby certify:

That on April 26, 2024, at a regular meeting of the Board of Directors, the Board of Directors of said corporation approved an amendment to the bylaws of the corporation (as amended or modified and currently in effect the "Bylaws") as follows:

"RESOLVED, that in accordance with Article VIII, Section 1 of the Bylaws, the Directors hereby approve the amendment and restatement of Sections 2, 3, 9, 10, and 11 of Article V of the Bylaws of the Corporation to read as follows:

"Officers

Section 2. The Board of Directors at its first meeting after each annual meeting of stockholders shall choose a Chairman of the Board, a President, one or more Vice Presidents, a Secretary and a Treasurer. If there is no separately appointed Chief Executive Officer, the Board of Directors shall designate either the Chairman of the Board or the President as the chief executive officer of the corporation.

Section 3. The Board of Directors may appoint a Chief Executive Officer, additional Vice Presidents, and Assistant Secretaries and Assistant Treasurers and such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Chief Executive Officer

Section 9. If a Chief Executive Officer is appointed, he shall have general and active management of the business of the corporation and shall see that all policies, orders and resolutions of the Board of Directors are carried into effect. If there is no Chairman of the Board or if the Chairman of the Board is unable to perform his duties due to absence or disability and the Board has not chosen another member of the Board of Directors to serve as Chairman of the Board, the Chief Executive Officer shall preside at all meetings of the stockholders and of the Board of Directors and shall exercise all of the other powers and discharge all of the other duties of the Chairman of the Board. He may call meetings of the Board of Directors and of any committee thereof whenever he deems same to be necessary.

Section 10. He may sign and deliver on behalf of the corporation any deeds, mortgages, bonds, contracts, powers of attorney or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. He shall perform all such other duties as are incident to his office or are properly required of or assigned to him by the Board of Directors. He shall have the right to exercise on behalf of the corporation any and all voting privileges, including the power to grant proxies, on all stocks of subsidiaries of the corporation and all other securities owned by or on behalf of the corporation, such right to be exercised by him in his

discretion as he deems in the best interest of the corporation unless limited or otherwise directed by resolution of the Board of Directors.

The President

Section 11. The duties of the President of the Corporation shall include, but not be limited to, assisting the Chief Executive Officer (to the extent the President is not also the Chief Executive Officer) in general and active management of the business of the corporation. In the event the Chief Executive Officer is unable to perform his duties due to absence or disability or there is no separately appointed Chief Executive Officer, the President shall perform all the duties of the Chief Executive Officer. If there is no Chairman of the Board or separately appointed Chief Executive Officer or if neither the Chairman of the Board or Chief Executive Officer are able to perform their duties due to absence or disability, the President shall preside at all meetings of the stockholders and of the Board of Directors and shall exercise all of the other powers and discharge all of the other duties of the Chairman of the Board or Chief Executive Officer, respectively.”

IN WITNESS HEREOF, Kirby Corporation has caused this certificate to be signed by its Vice President, General Counsel and Secretary this April 26, 2024.

Kirby Corporation

By: /s/ Amy D. Husted

Name: Amy D. Husted

Title: Vice President, General Counsel and Secretary
