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): **August 3, 2026**

AEROVIRONMENT, INC.
(Exact name of registrant as specified in its charter)

Delaware	**001-33261**	**95-2705790**
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

241 18th Street South, Suite 650	
Arlington, Virginia	**22202**
(Address of Principal Executive Offices)	(Zip Code)

Registrant’s telephone number, including area code: **(703) 418-2828**

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 (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, $0.0001 par value	AVAV	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. ☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 3, 2026, Charles Thomas Burbage, a member of the AeroVironment, Inc. (the "Company") Board of Directors (the "Board"), notified the Board of his decision to retire from the Board effective upon the expiration of his current term and not stand for re-election as a director of the Company. Mr. Burbage will continue to serve as a director and as a member of the Board's Nominating and Corporate Governance Committee, Compensation Committee and Executive Committee until the completion of his term, which will end at the start of the Company's 2026 annual meeting of stockholders, anticipated to be held on September 24, 2026 (the "Annual Meeting"). Mr. Burbage's decision not to stand for re-election was not due to any disagreement with the Company, its auditors or advisors on any matter relating to the Company or its operations, policies or practices.

On August 5, 2026, upon the recommendation of the Nominating and Corporate Governance Committee, the Board (i) increased the size of the board from nine (9) to ten (10) directors and (ii) appointed Michael Ruppert to the Board as a Class II director, effective immediately. The terms of the Company's Class II directors, including Mr. Ruppert, expire at the Company's 2026 Annual Meeting of Stockholders or upon the election and qualification of successor directors.

There are no arrangements or understandings between Mr. Ruppert and any other person pursuant to which he was selected as a director. Mr. Ruppert has no family relationship with any director or executive officer of the Company and he has no direct or indirect material interest in any transaction involving the Company required to be disclosed under Item 404(a) of Regulation S-K. Mr. Ruppert's compensation for his Board service will be consistent with that provided to all of the Company's non-employee directors as disclosed and updated in the Company's proxy disclosures annually. In addition, the Company entered into an indemnification agreement with Mr. Ruppert in connection with his appointment to the Board, in substantially the same form as entered into with the Company's other directors, available as Exhibit 10.1 in the Company's Annual Report on Form 10-K for the year ended April 30, 2026.

Item 7.01 Regulation FD Disclosure

On August 7, 2026, the Company issued a press release regarding Mr. Burbage's decision to retire and not stand for re-reelection to the Board at the Annual Meeting, and Mr. Ruppert's appointment to the Board, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

The information in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of such section. Such information shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description
99.1	Press release issued by AeroVironment, Inc., dated August 7, 2026.
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.

AEROVIRONMENT, INC.

Date: August 7, 2026

By: /s/ Melissa Brown
Melissa Brown
Executive Vice President, Chief Legal Officer & Corporate Secretary

Exhibit 99.1

241 18th Street South, Suite 650, Arlington, VA 22202
avinc.com | NASDAQ: AVAV

Press Release

AV Appoints Aerospace and Defense Executive Michael D. Ruppert to Board of Directors

ARLINGTON, Va.– Aug. 7, 2026 -- AeroVironment, Inc. (“AV”) (NASDAQ: AVAV) today announced that it has appointed Michael D. Ruppert to its Board of Directors, effective August 5, 2026.

Mr. Ruppert brings more than 25 years of financial, strategic and corporate development experience in the aerospace and defense sector to AV. He has served as EVP and Chief Financial Officer of ManTech since 2023 where he leads ManTech’s financial planning and analysis, accounting, treasury, cash management, and acquisition strategy functions.

“Michael brings exceptional financial leadership, strategic insight and deep aerospace and defense industry experience to AV,” said Wahid Nawabi, AV’s chairman, president and chief executive officer. “As AV continues executing its growth strategy and advancing its portfolio of mission-critical capabilities, I am confident Michael’s highly relevant expertise and fresh perspectives will make him a meaningful addition to our Board.”

“AV has established a strong position in some of the most important and rapidly evolving areas of defense technology,” said Mr. Ruppert. “I look forward to working with Wahid and my fellow directors as the company continues innovating products, scaling capacity and executing with excellence.”

The company also announced that Charles Thomas Burbage has informed the Board of his decision not to seek re-election and to retire from the Board at the company’s 2026 Annual Meeting of Stockholders. Mr. Burbage has served on AV’s Board since 2013 and currently serves on its Nominating and Corporate Governance, Compensation, and Executive Committees.

“On behalf of the Board, I thank Tom for his many contributions to AV over the years,” said Nawabi. “His oversight has helped guide the company through a period of significant growth and expansion, leading to the diversified, multi-domain defense technology company AV is today. We are grateful for his leadership and guidance.”

“I have had a front row seat as AV expanded its capabilities and helped reshape the defense technology landscape since I joined the Board,” said Burbage. “I retire from the Board with tremendous respect for the AV team and my fellow Board members, and I am confident the path of success will continue for AV, a trailblazer in the industry.”

About Michael D. Ruppert

Mr. Ruppert has served as ManTech's Chief Financial Officer since 2023, where he leads ManTech's financial planning and analysis, accounting, treasury, cash management, and acquisition strategy functions. Previously, Mr. Ruppert held several senior leadership roles at Mercury Systems, including Chief Financial Officer. Earlier in his career, Mr. Ruppert co-founded an aerospace and defense-focused M&A advisory firm and held senior investment-banking roles at UBS Securities, Lehman Brothers and Lazard.

Mr. Ruppert holds a Bachelor of Science in Finance from the University of Virginia and a Master of Business Administration from the University of Virginia's Darden School of Business.

About AV

AeroVironment ("AV") (NASDAQ: AVAV) is a defense technology leader delivering integrated capabilities across air, land, sea, space, and cyber. The Company develops and deploys autonomous systems, loitering munitions, counter-UAS technologies, space-based platforms, directed energy systems, and cyber and electronic warfare capabilities—built to meet the mission needs of today's warfighter and tomorrow's conflicts. At the core of these technologies lies AV_Halo™, a modular, mission-ready suite of AI-powered software tools that empowers warfighters and enables full-battlefield dominance: detect, decide, deliver. With a national manufacturing footprint and a deep innovation pipeline, AV delivers proven systems and future-defining capabilities at speed, scale, and operational relevance. For more information, visit www.avinc.com.

Safe Harbor Statement

Certain statements in this press release may constitute "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. These statements are based on current expectations, forecasts, and assumptions that involve risks and uncertainties, which could cause actual results to differ materially. Factors that may cause such differences include, but are not limited to, our ability to perform under existing contracts and obtain new ones; regulatory changes; competitor activities; market growth; product development challenges; and general economic conditions. For a more detailed discussion of these risks, please refer to AeroVironment's filings with the Securities and Exchange Commission. We undertake no obligation to update forward-looking statements as a result of new information or future events.

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For additional media and information, please follow us:

Media Contact:

BJ Koubaroulis
pr@avinc.com
703.718.4060

Investor Contact:

Denise Pacioni
ir@avinc.com
805.795.4108