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

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): March 24, 2025**

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**StandardAero, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-42298**  
(Commission  
File Number)

**30-1138150**  
(IRS Employer  
Identification Number)

**6710 North Scottsdale Road, Suite 250**  
**Scottsdale, Arizona 85253**  
(Address of principal executive offices, including Zip Code)

**Registrant's telephone number, including area code: (480) 377-3100**

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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	Name of each exchange on which registered
Common stock, \$0.01 par value per share	SARO	The 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.

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**Item 7.01. Regulation FD Disclosure.**

On March 24, 2025, StandardAero, Inc. (the “Company”) issued a press release announcing that two of its stockholders (the “Selling Stockholders”), affiliates of The Carlyle Group Inc. and GIC Private Limited, intend to offer for sale in an underwritten secondary offering (the “Offering”) an aggregate of 30,000,000 shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”). The Selling Stockholders will receive all of the net proceeds from this offering. No shares are being sold by the Company. The Selling Stockholders expect to grant the underwriters a 30-day option to purchase up to an aggregate of 4,500,000 additional shares of Common Stock.

A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K (this “Current Report”) and is incorporated herein by reference. The information furnished with this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as may be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release, dated March 24, 2025.</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL).

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**SIGNATURES**

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 hereunto duly authorized.

**STANDARD AERO, INC.**

Date: March 24, 2025

By: /s/ Daniel Satterfield  
Daniel Satterfield  
Chief Financial Officer



**StandardAero Announces Secondary Offering of 30,000,000 Shares of  
Common Stock by Affiliates of The Carlyle Group Inc. and GIC Private  
Limited**

**SCOTTSDALE, Arizona – March 24, 2025** – StandardAero, Inc. (NYSE: SARO) (“StandardAero” or the “Company”) announced today that two of its stockholders (the “Selling Stockholders”), affiliates of The Carlyle Group Inc. and GIC Private Limited, intend to offer for sale in an underwritten secondary offering an aggregate of 30,000,000 shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”). The Selling Stockholders will receive all of the net proceeds from this offering. No shares are being sold by the Company. The Selling Stockholders expect to grant the underwriters a 30-day option to purchase up to an aggregate of 4,500,000 additional shares of Common Stock.

J.P. Morgan, Morgan Stanley (in alphabetical order) and RBC Capital Markets are acting as joint lead book-running managers for the proposed offering.

The offering will be made only by means of a prospectus. Copies of the preliminary prospectus relating to this offering may be obtained from: J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717, or email: [prospectus-eq\\_fi@jpmorgan.com](mailto:prospectus-eq_fi@jpmorgan.com) and Morgan Stanley & Co. LLC, Attn: Prospectus Department, 180 Varick Street, 2<sup>nd</sup> Floor, New York, NY 10014.

A registration statement on Form S-1 relating to the proposed offering has been publicly filed with the U.S. Securities and Exchange Commission but has not yet become effective. These securities may not be sold, nor may offers to buy be accepted, prior to the time the registration statement becomes effective.

This press release does not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. The offering is subject to market and other conditions, and there can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering.

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**About StandardAero**

StandardAero is a leading independent pure-play provider of aerospace engine aftermarket services for fixed- and rotary-wing aircraft, serving the commercial, military and business aviation end markets. StandardAero provides a comprehensive suite of critical, value-added aftermarket solutions, including engine maintenance, repair and overhaul, engine component repair, on-wing and field service support, asset management and engineering solutions. StandardAero is an NYSE listed company under the ticker symbol SARO.

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**Cautionary Statement Concerning Forward-Looking Statements**

Certain statements contained in this press release constitute forward-looking statements, including with respect to the proposed secondary offering. Management has based these forward-looking statements on its current expectations, assumptions, estimates and projections. While they believe these expectations, assumptions, estimates and projections are reasonable, such forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which are beyond management's control. These statements involve risks and uncertainties that may cause StandardAero's actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements. Important factors that could cause actual results to differ materially from the forward-looking statements include, but are not limited to, the ability to consummate the proposed secondary offering, volatility in the Company's Common Stock price and those other important factors discussed in Item 1A "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2024, as any such factors may be updated from time to time in the Company's other filings with the SEC, including the preliminary prospectus filed in connection with this offering. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and, except as required by law, StandardAero assumes no obligation and does not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise.

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