

**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):
September 13, 2022

National Instruments Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-25426
(Commission
File Number)

74-1871327
(IRS Employer
Identification No.)

**11500 North MoPac Expressway
Austin, Texas 78759**
(Address of principal executive offices, including zip code)

(512) 683-0100
(Registrant's telephone number, including area code)

N/A
(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 (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 Securities Exchange Act of 1934:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	NATI	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 September 13, 2022, National Instruments Corporation (the "Company") announced that Karen M. Rapp, Executive Vice President and Chief Financial Officer has informed the Company of her intention to retire as the Company's Executive Vice President and Chief Financial Officer in May 2023. As part of the Company's normal succession planning process, Ms. Rapp is expected to remain in her current role until a successor is in place and then will transition to a temporary advisory role to ensure a smooth transition. The Company is conducting an external search for its next Chief Financial Officer and has retained an executive search firm to assist in the process.

Item 7.01 Regulation FD Disclosure

On September 13, 2022, the Company issued a press release announcing Ms. Rapp's retirement. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated into this Item 7.01 by reference.

The information furnished pursuant to 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 under that section, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No. Description

99.1	Press Release, dated September 13, 2022
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.

NATIONAL INSTRUMENTS CORPORATION

By: /s/ R. Eddie Dixon, Jr.

Name: R. Eddie Dixon, Jr.

Title: Chief Legal Officer, Senior Vice President & Secretary

Date: September 13, 2022



NI Announces Planned CFO Retirement and Transition Plan

AUSTIN, Texas—Sept. 13, 2022—National Instruments Corporation (NASDAQ: NATI) announced today that Karen Rapp, NI's Executive Vice President and Chief Financial Officer, has announced her plans to retire in May 2023. Ms. Rapp is expected to remain in her current role until a successor is in place and then will transition to a temporary advisory role to ensure a smooth transition.

"Karen has played an instrumental role in transforming our company and our financial results since joining in 2017," said President and Chief Executive Officer Eric Starkloff. "Her leadership, commitment and expertise have greatly contributed to our success, and she's been a valued member of my leadership team."

As NI conducts an external search for its new CFO, Ms. Rapp will continue to serve in her current role to support a successful transition.

About NI

At NI, we bring together people, ideas and technology so forward thinkers and creative problem solvers can take on humanity's biggest challenges. From data and automation to research and validation, we provide the tailored, software-connected systems engineers and enterprises need to Engineer Ambitiously™ every day.

National Instruments, NI and ni.com and Engineer Ambitiously are trademarks of National Instruments Corporation. Other product and company names listed are trademarks or trade names of their respective companies. (NATI-F)

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