
**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): December 19, 2018

COMPUTER TASK GROUP, INCORPORATED
(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction
of incorporation)

1-9410
(Commission
File Number)

16-0912632
(IRS Employer
Identification No.)

800 Delaware Avenue, Buffalo, NY
(Address of principal executive offices)

14209
(Zip Code)

Registrant's telephone number, including area code: (716) 882-8000

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))

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 December 19, 2018, Computer Task Group, Incorporated (the “Company”) announced that effective March 1, 2019, Mr. Arthur W. (“Bud”) Crumlish will be retiring as Chief Executive Officer and President of the Company and resigning as a director. The Company entered into a Retirement Agreement with Mr. Crumlish (the “Retirement Agreement”) on December 19, 2018 providing that Mr. Crumlish will receive the benefits that he would be entitled to receive under the terms of his existing Employment Agreement dated as of July 21, 2016 (the “Employment Agreement”), as if he were terminated without cause, contingent upon entry into a release of claims. Specifically, Mr. Crumlish will receive a lump-sum payment equal to his base salary plus the average of the annual cash incentive compensation he earned for each of the three years prior to his retirement, as well as continued health and dental coverage for 12 months after his retirement. Mr. Crumlish’s outstanding restricted stock awards, restricted stock units and stock option awards will be treated according to the terms of the equity plans and related agreements as if he were terminated without cause. The foregoing description of the Retirement Agreement does not purport to be complete and is qualified in its entirety by reference to the text of the Retirement Agreement, which is attached to this Current Report on Form 8-K as Exhibit 10.1 and incorporated herein by reference.

On December 19, 2018, the Company announced that effective March 1, 2019, Mr. Filip J.L. Gydé, age 58, will succeed Mr. Crumlish as Chief Executive Officer and President, and be appointed to the Board of Directors of the Company. His term as a director will expire at the next annual meeting of the Company’s stockholders. Mr. Gydé currently serves as the Executive Vice President, General Manager and President for the Company’s European operations. From October 2000 through May 2018, he served as Senior Vice President and General Manager of the Company’s European operations. Mr. Gydé also served as Interim Executive Vice President of Operations from October 15, 2014 until April 5, 2015, responsible for operating activities of the overall Company. Prior to October 2000, Mr. Gydé was Managing Director of the Company’s operations in Belgium. Mr. Gydé has been with the Company since October 1990. The Nominating and Corporate Governance Committee of the Board of Directors nominated Mr. Gydé as a director due to his 28 years of experience as a manager of the Company in positions of increasing responsibility, as well as the belief that the directors should have immediate access to his direct involvement in the management and oversight of the Company. Mr. Gydé has no family relationships with any other officer or director of the Company. The terms of Mr. Gydé’s employment, including terms relating to his compensation as Chief Executive Officer and President and as a director of the Company, have not yet been determined.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
10.1	Retirement Agreement dated December 19, 2018 between Computer Task Group, Incorporated and Arthur Crumlish.
99.1	Press Release, dated December 20, 2018.

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.

Date: December 20, 2018

COMPUTER TASK GROUP, INCORPORATED

By: /s/ Peter P. Radetich

Peter P. Radetich
Senior Vice President, General Counsel & Secretary

Computer Task Group, Incorporated
800 Delaware Avenue
Buffalo, New York 14209

December 18, 2018

Arthur W. Crumlish
8410 Meadow Rose Court
East Amherst, New York 14051

Re: Retirement Agreement

Dear Mr. Crumlish:

You have notified Computer Task Group, Incorporated (the "Company") that you will (and hereby irrevocably do) retire as Chief Executive Officer, President and a director of the Company and its subsidiaries effective as of March 1, 2019. In consideration of your agreement to retire on the mutually selected date of March 1, 2019, you will receive the benefits set forth in Section 9(a) of the Employment Agreement effective as of July 21, 2016 between you and the Company (the "Employment Agreement"). This includes a lump sum equivalent to your base salary (\$410,000) and cash-based incentive compensation equal to the average of the "annual cash incentive" paid to or earned by you in the rolling three-year period ending on the date of your retirement (currently estimated to be \$167,300) plus the health and other benefits specified in Section 9(a) of the Employment Agreement. You will receive the lump sum within 30 days following your execution of the Release of Claims (in the form attached hereto) without revocation, but in any case, no earlier than March 1, 2019.

Your outstanding equity awards will be treated in accordance with the terms of the equity plans and related agreements as if you were terminated without cause.

You shall (i) comply with the terms of your Employment Agreement, (ii) continue to fulfill your duties as Chief Executive Officer, President and director until your retirement, (iii) assist with the transition of customer relationships to Jeff Gerkin, Executive Vice President, Sales, and other sales executives of the Company and (iv) provide a comprehensive briefing to the incoming Chief Executive Officer, including introductions to key personnel and customers if requested.

If the foregoing terms are acceptable to you, please indicate your acceptance by signing below. Please email a signed copy of the agreement to Dan Sullivan at danjsullivan3@gmail.com and Peter Radetich at Peter.Radetich@ctg.com **no later than 10:00 a.m. Eastern time on Wednesday, December 19, 2018**. This offer shall be null and void if it has not been executed by you and returned to us by the time specified in the immediately preceding sentence.

Very truly yours,

/s/ Daniel J. Sullivan

Daniel J. Sullivan

Chairman

By order of the Board of the Directors

Computer Task Group, Incorporated

Agreed and accepted as of the 19th day of December, 2018:

/s/ Arthur W. Crumlish

Arthur W. Crumlish



**CTG Announces CEO Bud Crumlish's Retirement;
Filip Gydé to Become CEO in March 2019**

BUFFALO, N.Y., December 20, 2018—CTG (NASDAQ: CTG), a leading provider of information technology (IT) solutions and services in North America and Western Europe, today announced that Arthur W. (“Bud”) Crumlish, the Company’s President and Chief Executive Officer, has decided to retire, effective March 1, 2019, after a remarkable 28-year career with the Company. The Board of Directors has unanimously selected Filip J.L. Gydé to succeed Mr. Crumlish as CTG’s President and Chief Executive Officer, effective March 1, 2019. Mr. Gydé will also serve as a member of the Company’s Board of Directors.

“It has been a privilege to serve CTG for nearly three decades,” said Mr. Crumlish. “The Company has made solid progress towards our three-year strategic plan and is in a strong financial position which makes this the right time for me to retire. I am delighted that the Board has appointed Filip as the next CEO. He is a seasoned IT services veteran with an outstanding track record leading our European operations and is well equipped to move CTG forward in the coming years.”

Under Mr. Crumlish’s leadership, CTG has made significant progress across the organization. Since the end of 2016, the Company’s revenue has increased in excess of 10%, and the Company has made strong improvements in its profitability.

“Bud has had a tremendous impact on our leadership team and has been a key contributor to our revenue and profit improvement,” said Daniel Sullivan, Chairman of CTG’s Board of Directors. “He has reshaped the Company’s strategy, made important investment in sales leadership, and supported our success in Europe. Bud developed close relationships with our largest clients and has been largely responsible for their significant growth. He will be missed by clients, employees, and shareholders alike. On behalf of CTG’s entire Board, I want to sincerely thank Bud for his many contributions to the Company over these many years and wish him the best in retirement. Looking forward, given the Company’s solid growth and momentum in its European operations, there is no one better positioned than Filip to become our next CEO and to lead CTG into the future.”

Mr. Gydé has been with CTG since October 1990 and currently serves as the Executive Vice President, General Manager and President for CTG’s European operations. He has led our European operations since October 2000 and served as Interim Executive Vice President of Operations of CTG from October 15, 2014 until April 5, 2015, during which time he was responsible for overall company operating activities.

“I’m honored that the Board of Directors has asked me to serve as CTG’s CEO,” said Mr. Gydé. “I join the Board of Directors in thanking Bud for his many years of service, and I look forward to working with the CTG leadership team to continue to execute on our strategic plan.”

ABOUT CTG

CTG provides industry-specific IT services and solutions that address the business needs and challenges of clients in high-growth industries in North America and Western Europe. CTG also provides strategic staffing services for major technology companies and large corporations. Backed by more than 50 years of experience and proprietary methodologies, CTG has a proven track record of reliably delivering high-value, industry-specific staffing services and solutions to its clients. CTG has operations in North America, Western Europe, and India. CTG regularly posts news and other important information online at www.ctg.com.

CONTACT:

Investors and Media:

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