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

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

May 5, 2025

Commission File Number 001-42510

Titan America SA
(Translation of Registrant's Name Into English)

**5700 Lake Wright Drive, Suite 300
Norfolk, VA 23502
(Address of principal executive offices)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:
Form 20-F ☒ Form 40-F ☐

Titan America SA

The following exhibits are attached:

EXHIBIT NO.	DESCRIPTION
99.1	Press release issued May 5, 2025 regarding first quarter 2025 results.
101.SCH	XBRL Taxonomy Extension Schema Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

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, thereunto duly authorized.

Date: May 5, 2025

Titan America SA

By:	<u>s/ Larry Wilt</u>
Name:	Larry Wilt
Title:	Chief Financial Officer

Titan America Announces First Quarter 2025 Results

- Reports Solid First Quarter Revenue, Net Income, and EPS -
- Resilient Pricing Helps Offset Adverse Weather Across Segments -
- Reaffirms 2025 Guidance -

Norfolk, Virginia, May 5, 2025 – Titan America SA (NYSE: TTAM), a leading fully-integrated producer and supplier of building materials, services and solutions in the construction industry operating along the U.S. East Coast, today announced its first quarter 2025 financial results. Titan America SA, including its wholly-owned operating subsidiary, Titan America LLC, shall be referred to herein as “Titan America.”

First-Quarter 2025 Highlights

- Revenue of \$392.4 million, compared to \$400.1 million in Q1 2024
- Net Income of \$33.4 million, an increase of 13.0% compared to \$29.5 million in Q1 2024
- Earnings per share of \$0.19, an increase of 11.8% compared to \$0.17 in Q1 2024
- Adjusted EBITDA⁽¹⁾ of \$79.8 million, an increase of 11.7% compared to \$71.4 million in Q1 2024

“We reported solid results in the first quarter, demonstrating our operational resilience despite challenging weather conditions across much of our service territory,” said Bill Zarkalis, President & CEO of Titan America. “Pricing across our products remains resilient, as demand from infrastructure and commercial partially offset continued softness in residential. We remain well positioned across key end markets and, despite the current macroeconomic uncertainty, are confident about the underlying growth prospects in our markets. We continue to make targeted investments to grow in accordance with our strategic plan and to deliver significant long-term shareholder value.”

First Quarter 2025 Results (unaudited)

	Three Months Ended March 31			
	2025	2024	\$ Change	% Change
(\$ in thousands)				
Revenue	\$ 392,438	\$ 400,091	\$ (7,653)	(1.9)%
Net Income	\$ 33,373	\$ 29,533	\$ 3,840	13.0 %
Adjusted EBITDA	\$ 79,797	\$ 71,446	\$ 8,351	11.7 %
Capital Expenditures	\$ 32,498	\$ 27,708	\$ 4,790	17.3 %

First Quarter 2025 Results

First quarter 2025 revenues were \$392.4 million compared to \$400.1 million in the prior year quarter. Revenues were affected primarily by adverse weather conditions in the quarter, especially in the Mid-Atlantic segment, which resulted in construction project delays.

Net income increased 13.0% to \$33.4 million for the first quarter compared to \$29.5 million in the prior year quarter, while Adjusted EBITDA increased 11.7% to \$79.8 million compared to \$71.4 million in the prior year quarter. The increase in both net income and Adjusted EBITDA was primarily driven by higher aggregates volumes, the timing of a seasonal maintenance outage at the Florida cement plant and resilient pricing for our products. These items more than offset the impact of inclement weather and softness in the residential markets which resulted in lower demand for construction materials in the first quarter of 2025. Net Income Margin and Adjusted EBITDA Margin in the first quarter of 2025 were 8.5% and 20.3%, respectively, compared to 7.4% and 17.9%, respectively, in the same period of 2024.

Cash flow and Capital Resources

For the period ended March 31, 2025, cash flow provided by operations was \$35.2 million and capital expenditures were \$32.5 million, resulting in free cash flow of \$2.7 million.

As of March 31, 2025, Titan America had \$143.2 million in cash and cash equivalents and \$462.0 million total debt. Net debt was \$318.7 million, representing a ratio of 0.84x trailing twelve-month Adjusted EBITDA.

Revenue and Adjusted EBITDA by Reportable Segment

	Revenue		
	Three Months Ended March 31		
	2025	2024	% Change
<i>(\$ in thousands)</i>			
Florida	\$ 253,241	\$ 252,409	0.3 %
Mid-Atlantic	139,197	147,321	(5.5)%
Other ⁽¹⁾	—	361	NM ⁽²⁾
Consolidated	\$ 392,438	\$ 400,091	(1.9)%

(1) Other includes equipment, related services and miscellaneous revenue

(2) Not meaningful

	Segment adjusted EBITDA		
	Three Months Ended March 31		
	2025	2024	% Change
<i>(\$ in thousands)</i>			
Florida	\$ 70,792	\$ 56,235	25.9 %
Mid-Atlantic	\$ 10,902	\$ 18,229	(40.2)%

The Florida segment generated \$253.2 million in revenue in the first quarter compared to \$252.4 million in the prior year quarter, primarily due to an increase in aggregate volume, partially offset by a continued weakness in residential demand for cement and concrete block. Segment adjusted EBITDA for the quarter was \$70.8 million, compared to \$56.2 million in the prior year quarter, due to growth in aggregates, the timing of the Pennsuco cement plant annual maintenance outage and improved logistics costs.

The Mid-Atlantic segment generated \$139.2 million in revenue in the first quarter compared to \$147.3 million in the prior year quarter as adverse weather conditions led to lower sales volumes. Segment adjusted EBITDA decreased to \$10.9 million, compared to \$18.2 million in the prior year quarter, as the impact of lower sales volumes was partially mitigated by lower repair, maintenance and logistics costs.

2025 Outlook

Regarding Titan America's outlook, Titan America President & CEO Bill Zarkalis stated, "Based on our first quarter results and barring a severe economic downturn, we are reaffirming our growth outlook for 2025. We continue to expect revenue growth in the mid-single digit percent range, with modest improvement in Adjusted EBITDA margins compared to 2024, with our results weighted toward the second half of the year. Our strong market positions, participation flexibility and vertically integrated business model position us to navigate uncertainty and evolving market dynamics as we remain focused on operational excellence and executing our strategic initiatives to deliver long-term shareholder value."

Conference Call

Titan America will host a conference call at 5:00 p.m. ET on May 5, 2025. The conference call will be broadcast live over the Internet. Additionally, a slide presentation will accompany the conference call. To listen to the call and view the slides, please visit the Investors section of Titan America's website at <https://www.titanamerica.com/>. For those who are unable to listen to the live broadcast, an audio replay of the conference call will be available on the Titan America website for 30 days.

About Titan America SA

Titan America is a leading vertically-integrated producer of cement and building materials in the high-growth economic mega-regions of the U.S. East Coast, with operations and leading market positions across Florida, the Mid-Atlantic, and Metro New York/New Jersey. Titan America's family of company brands includes Essex Cement, Roanoke Cement, Titan Florida, Titan Virginia Ready-Mix, S&W Ready-Mix, Powhatan Ready Mix, Titan Mid-Atlantic Aggregates, and Separation Technologies. Titan America's operations include cement plants, construction aggregates and sand mines, ready-mix concrete plants, concrete block plants, fly ash production facilities, marine import and rail terminals, and distribution hubs.

Forward-Looking Statements

This press release may include forward-looking statements. Forward-looking statements are statements regarding or based upon our management's current intentions, beliefs or expectations relating to, among other things, Titan America's future results of operations, financial condition, liquidity, prospects, growth, strategies, developments in the industry in which we operate and the proposed offering. In some cases, you can identify forward-looking statements by terminology such as "continue," "could," "expect," "goal," "may," "plan," "predict," "propose," "should," "target," "will," "would" and other similar expressions that are predictions of or indicate future events and future trends, or the negative of these terms or other comparable terminology. By their nature, forward-looking statements are subject to risks, uncertainties and assumptions that could cause actual results or future events to differ materially from those expressed or implied thereby. These risks, uncertainties and assumptions could adversely affect the outcome and financial effects of the plans and events described herein. Forward-looking statements contained in this report regarding trends or current activities should not be taken as a report that such trends or activities will continue in the future. Titan America undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. You should not place undue reliance on any such forward-looking statements, which speak only as of the date of this report. The information contained in this report is subject to change without notice. No re-report or warranty, express or implied, is made as to the fairness, accuracy, reasonableness or completeness of the information contained herein and no reliance should be placed on it.

Financial Measures (Non-IFRS)

In addition to the financial information presented in accordance with International Financial Reporting Standards (“IFRS”), this press release includes the following Non-IFRS financial measures: Adjusted EBITDA, Adjusted EBITDA Margin, free cash flow, net debt and the ratio of net debt to Adjusted EBITDA. We define Adjusted EBITDA as net income before finance cost, net, income tax expense, depreciation, depletion and amortization, further adjusted to remove the impact of additional items such as (gain)/loss on disposal of fixed assets, asset impairment (recovery)/loss, foreign exchange (gain)/loss, net, derivative financial instrument (gain)/loss, net, fair value loss on sale of accounts receivable, net, share-based compensation and other non-recurring items, including certain transaction costs related to our initial public offering. We define Adjusted EBITDA Margin as Adjusted EBITDA divided by revenues. We define free cash flow as net cash provided by operating activities, less net payments for capital expenditures, which includes (i) investments in property, plant and equipment, (ii) investments in identifiable intangible assets and (iii) proceeds from the sale of assets, net of disposition costs. We define net debt as the sum of short and long-term borrowings, including accrued interest and short-term and long-term lease liabilities less cash and cash equivalents. We define the ratio of net debt to Adjusted EBITDA as the ratio derived by dividing net debt by Adjusted EBITDA. See “Reconciliation of IFRS to Non-IFRS” section for a detailed reconciliation of Non-IFRS financial measures to the most directly comparable IFRS measure.

We believe that in addition to our results determined in accordance with IFRS, these Non-IFRS financial measures provide useful information to both management and investors in measuring our financial performance and highlight trends in our business that may not otherwise be apparent when relying solely on IFRS measures.

Non-IFRS financial information is presented for supplemental informational purposes only and should not be considered in isolation or as a substitute for financial information presented in accordance with IFRS. Our presentation of Non-IFRS measures should not be construed as an inference that our future results will be unaffected by unusual or nonrecurring items. Other companies in our industry may calculate these measures differently, which may limit their usefulness as comparative measures.

(1) As used throughout this release, the terms Adjusted EBITDA, Adjusted EBITDA margin, net debt and free cash flow are non-IFRS financial metrics. See “Reconciliation of IFRS to Non-IFRS” for a detailed reconciliation of Non-IFRS financial measures to the most directly comparable IFRS measure. See “Financial Measures (Non-IFRS)” for further discussion on these non-IFRS measures and why we believe they are useful.

Condensed Consolidated Statements of Income (Unaudited)

(all amounts in thousands of US\$ except for earnings per share)

	Three Months Ended March 31	
	2025	2024
Revenue	\$ 392,438	\$ 400,091
Cost of goods sold	(301,035)	(318,975)
Gross profit	91,403	81,116
Selling expense	(8,240)	(7,870)
General and administrative expense	(30,914)	(25,539)
Net impairment gain/(loss) on financial assets	280	(16)
Fair value loss on sale of accounts receivable, net	(963)	(1,486)
Other operating income, net	182	126
Operating income	51,748	46,331
Finance cost, net	(6,580)	(5,466)
Foreign exchange (loss)/gain, net	(13,812)	7,521
Derivative financial instrument gain/(loss), net	10,904	(9,237)
Other non-operating income	2,552	—
Income before income taxes	44,812	39,149
Income tax expense	(11,439)	(9,616)
Net income	\$ 33,373	\$ 29,533
Earnings per share of common stock:		
Basic earnings per share	\$ 0.19	\$ 0.17
Diluted earnings per share	\$ 0.19	\$ 0.17
Weighted average number of common stock - basic and diluted	180,262,465	175,362,465

Condensed Consolidated Balance Sheet (Unaudited)

(all amounts in thousands of US\$)	March 31, 2025	December 31, 2024
Current assets:		
Cash and cash equivalents	\$ 143,246	\$ 12,124
Trade and other receivables, net	137,727	106,056
Inventories	220,128	227,638
Prepaid expenses and other current assets	11,617	14,308
Income taxes receivable	24,711	22,802
Derivatives and credit support payments	962	1,328
Total current assets	538,391	384,256
Noncurrent assets:		
Property, plant, equipment and mineral deposits, net	860,251	851,733
Right-of-use assets	61,601	64,688
Other assets	12,618	13,846
Intangible assets, net	29,748	30,167
Goodwill	221,562	221,562
Total noncurrent assets	1,185,780	1,181,996
Total assets	\$ 1,724,171	\$ 1,566,252
Current liabilities:		
Accounts and related party payables	\$ 133,699	\$ 148,558
Accrued expenses	30,276	24,879
Provisions	12,278	10,081
Income taxes payable	7,675	1,872
Short term borrowing, including accrued interest	37,014	33,608
Lease liabilities	11,977	12,386
Derivatives and credit support receipts	464	1,318
Other current liabilities	224	6,344
Total current liabilities	233,607	239,046
Non-current liabilities:		
Long-term borrowings	359,157	358,222
Lease liabilities	53,829	55,967
Provisions	52,332	50,926
Deferred income tax liability	99,178	98,212
Derivatives and credit support receipts	4,470	8,418
Other noncurrent liabilities	5,154	5,447
Total noncurrent liabilities	574,120	577,192
Total liabilities	807,727	816,238
Stockholders' equity	916,444	750,014
Total liabilities and stockholders' equity	\$ 1,724,171	\$ 1,566,252

Condensed Consolidated Statements of Cash Flows (Unaudited)

(all amounts in thousands of US\$)

	Three Months Ended March 31	
	2025	2024
Cash flows from operating activities		
Income before income taxes	\$ 44,812	\$ 39,149
Adjustments for:		
Depreciation, depletion and amortization	24,434	22,103
Gain on divestiture	(2,552)	—
Finance cost	7,432	5,734
Finance income	(852)	(268)
Foreign exchange loss/(gain), net	13,812	(7,521)
Derivative financial instrument (gain)/loss, net	(10,904)	9,237
Changes in net operating assets and liabilities	(29,641)	(27,449)
Other	(5,434)	1,435
Cash generated from operations before income taxes	41,107	42,420
Income taxes, net	(5,914)	(933)
Net cash provided by operating activities	35,193	41,487
Cash flows from investing activities		
Investments in property, plant and equipment	(31,915)	(27,781)
Investments in intangible assets	(641)	(2)
Short term investments	—	(7,535)
Interest received	852	268
Proceeds from the sale of assets, net of disposition costs	58	75
Proceeds from sale of investment	5,368	—
Net cash used in investing activities	(26,278)	(34,975)
Cash flows from financing activities		
Borrowings from affiliated party	9,691	—
Repayment of third party line of credit	(25,000)	—
Lease payments	(2,321)	(2,464)
Proceeds from IPO	144,000	—
Derivative credit support receipts/(payments) and settlements	7,028	(7,116)
Net payments under cash management line of credit	1,583	—
Interest paid	(3,602)	(2,124)
IPO Costs	(9,172)	—
Net cash provided by/(used in) financing activities	122,207	(11,704)
Net increase/(decrease) in cash and cash equivalents	131,122	(5,192)
Cash and cash equivalents at:		
Beginning of period	12,124	22,036
Effects of exchange rate changes	—	(69)
End of period	\$ 143,246	\$ 16,775

Reconciliation of IFRS to Non-IFRS

Reconciliation of IFRS Net Income to Non-IFRS Adjusted EBITDA and IFRS Net Income Margin to Non-IFRS Adjusted EBITDA Margin

	Three Months Ended March 31		Twelve Months Ended	
	2025	2024	March 31, 2025	December 31, 2024
<i>(\$ in thousands)</i>				
Net income	\$ 33,373	\$ 29,533	\$ 169,914	\$ 166,074
Finance cost, net	6,580	5,466	27,289	26,175
Income tax expense	11,439	9,616	59,367	57,544
Depreciation, depletion and amortization	24,434	22,103	102,272	99,941
(Gain)/loss on disposal of fixed assets	(37)	788	1,586	2,411
Foreign exchange loss/(gain), net	13,812	(7,521)	487	(20,846)
Derivative financial instrument (gain)/loss, net	(10,904)	9,237	2,300	22,441
Fair value loss on sale of accounts receivable, net	963	1,486	4,097	4,620
Share-based compensation	774	785	3,830	3,841
IPO transaction expenses	1,884	762	12,938	11,816
Other	(2,521)	(809)	(5,329)	(3,617)
Adjusted EBITDA	\$ 79,797	\$ 71,446	\$ 378,751	\$ 370,400
Revenue	\$ 392,438	\$ 400,091	\$ 1,626,740	\$ 1,634,393
Net Income Margin ⁽¹⁾	8.5%	7.4%	10.4%	10.2%
Adjusted EBITDA Margin⁽²⁾	20.3%	17.9%	23.3%	22.7%

(1) Net Income Margin is calculated as net income divided by revenues.

(2) Adjusted EBITDA Margin is calculated as Adjusted EBITDA divided by revenues.

Reconciliation of Free Cash Flow

	Three Months Ended March 31	
	2025	2024
<i>(\$ in thousands)</i>		
Net cash provided by operating activities	\$ 35,193	\$ 41,487
<i>Adjusted by:</i>		
Investments in property, plant and equipment	(31,915)	(27,781)
Investments in identifiable intangible assets	(641)	(2)
Proceeds from the sale of assets, net of disposition costs	58	75
Net Capital Expenditures	(32,498)	(27,708)
Free Cash Flow	\$ 2,695	\$ 13,779

Reconciliation of Net Debt

	As of	
	March 31, 2025	December 31, 2024
<i>(\$ in thousands)</i>		
Short-term borrowings, including accrued interest	\$ 37,014	\$ 33,608
Long-term borrowings	359,157	358,222
Short-term lease liabilities	11,977	12,386
Long-term lease liabilities	53,829	55,967
Less:		
Cash and cash equivalents	(143,246)	(12,124)
Net Debt	<u>\$ 318,731</u>	<u>\$ 448,059</u>

Net Debt to Adjusted EBITDA

	As of	
	March 31, 2025	December 31, 2024
<i>(\$ in thousands)</i>		
IFRS:		
Short-term borrowings, including accrued interest	\$ 37,014	\$ 33,608
Long-term borrowings	359,157	358,222
Short-term lease liabilities	11,977	12,386
Long-term lease liabilities	53,829	55,967
Total Debt	\$ 461,977	\$ 460,183
Trailing Twelve Months Net Income	169,914	166,074
Ratio of Total Debt to Net Income	2.7	2.8
Non-IFRS:		
Net Debt	\$ 318,731	\$ 448,059
Trailing Twelve Months Adjusted EBITDA	\$ 378,751	\$ 370,400
Ratio of Net Debt to Adjusted EBITDA	0.8	1.2

Product Volumes and External Pricing

Volumes (in thousands) ⁽¹⁾⁽²⁾⁽³⁾	Three Months Ended March 31		Change	% Change
	2025	2024		
Total cement volumes	1,295	1,392		
Cement consumed internally	(343)	(362)		
External cement volumes	952	1,030	(78)	(7.6)%
Total aggregates volumes	2,056	1,664		
Aggregates consumed internally	(984)	(906)		
External aggregates volumes	1,072	758	314	41.4 %
External ready-mix concrete volumes	1,116	1,141	(25)	(2.2)%
External concrete block volumes	14,975	16,993	(2,018)	(11.9)%
Total fly ash volumes	135	117		
Fly ash consumed internally	(40)	(28)		
External fly ash volumes	95	89	6	6.7 %

(1) Sales volumes are shown in tons for cement, aggregates and fly ash; in cubic yards for ready-mix concrete; and in 8-inch equivalent units for concrete blocks.

(2) Cement, aggregates and fly ash consumed internally represents the quantity of those materials transferred to our ready-mix concrete and concrete block production lines for use in the production process. Internal trading activity represents the consumption of internally sourced materials at a transfer price approximating market prices. These amounts are eliminated at the operating segment level or in consolidation, as appropriate.

(3) Aggregate volumes exclude by-products.

Average External Selling Price ⁽¹⁾	Three Months Ended March 31		\$ Change	% Change
	2025	2024		
Cement	\$ 149.53	\$ 149.45	\$ 0.08	0.1 %
Aggregates	\$ 24.89	\$ 24.93	\$ (0.04)	(0.2)%
Ready-mix concrete	\$ 163.41	\$ 159.78	\$ 3.63	2.3 %
Concrete block	\$ 2.38	\$ 2.39	\$ (0.01)	(0.4)%
Fly ash	\$ 55.96	\$ 43.46	\$ 12.50	28.8 %

(1) Average external selling prices are shown on a per ton basis for cement, aggregates and fly ash; on a per cubic yard basis for ready-mix concrete; and on a per 8-inch equivalent unit for concrete blocks.

First Quarter 2025 vs. First Quarter 2024 Segment Volume and Pricing Trends ⁽¹⁾⁽²⁾

	Florida		Mid-Atlantic	
	% Change		% Change	
	Volume	Average Price	Volume	Average Price
Cement	(4.1)%	(0.4)%	(10.6)%	0.9 %
Aggregates	26.0 %	2.6 %	2.7 %	29.3 %
Ready-mix concrete	(1.4)%	2.6 %	(3.5)%	2.3 %
Concrete block	(11.9)%	(0.4)%	N/A	N/A
Fly ash	47.2 %	3.8 %	1.2 %	28.1 %

(1) Percent changes in volume include internal trading activity.

(2) Percent changes in prices include the consumption of internally sourced materials at a transfer price approximating market price.

Investor Relations

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