

Platform Specialty Products Corp
Form 8-K
December 01, 2017

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 1, 2017

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-36272
(Commission

File Number)

37-1744899
(IRS Employer

Identification No.)

1450 Centrepark Boulevard

Suite 210

West Palm Beach, Florida
(Address of principal executive offices)

33401
(Zip Code)

Registrant's telephone number, including area code: **(561) 207-9600**

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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 1.01. Entry into a Material Definitive Agreement.

On December 1, 2017, Platform Specialty Products Corporation (Platform) and the guarantors named therein (the Guarantors) entered into a purchase agreement (the Purchase Agreement), pursuant to which Platform agreed to sell an additional \$250 million aggregate principal amount of 5.875% senior notes due 2025 at an issue price of \$1,000 per \$1,000 principal amount plus accrued and unpaid interest from November 24, 2017 (the New Notes) to the initial purchasers listed in the Purchase Agreement (collectively, the Initial Purchasers). The New Notes will be issued under the same indenture pursuant to which Platform issued its outstanding 5.875% senior notes due 2025 on November 24, 2017 (the Existing Notes). Accordingly, the New Notes will have the same terms as, and be fungible and form a single series with, the Existing Notes. The New Notes will be fully and unconditionally guaranteed on a senior unsecured basis by certain of Platform 's existing domestic subsidiaries. Upon satisfaction of certain conditions, all of the then direct and indirect domestic subsidiaries constituting Platform 's Agricultural Solutions business may be released from their guarantees of the New Notes.

The New Notes offering is expected to close on December 8, 2017, subject to customary closing conditions.

The Purchase Agreement contains customary representations, warranties and agreements of Platform and the Guarantors, and customary conditions to closing, obligations of the parties and termination provisions. Additionally, Platform has agreed to indemnify the Initial Purchasers against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the Securities Act).

The foregoing summary of the Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of such agreement. A copy of the Purchase Agreement is attached as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Certain of the Initial Purchasers and certain of their respective affiliates have, from time to time, provided, and may in the future provide, investment banking, commercial banking and financial advisory services to Platform and its affiliates, for which they have received customary compensation. The Initial Purchasers and their respective affiliates may effect transactions for their own account or the account of customers, and hold on behalf of themselves or their customers, long or short positions in Platform 's debt securities or loans, and may do so in the future.

Item 8.01. Other Events.

On December 1, 2017, Platform issued a press release announcing its intent, subject to market and other customary conditions, to offer an additional \$200 million aggregate principal amount of New Notes in a private offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act, and to non-U.S. persons in accordance with Regulation S under the Securities Act. A copy of this press release is filed with this report as Exhibit 99.1 and is incorporated herein by reference.

On December 1, 2017, Platform also issued a press release announcing that it had priced the New Notes offering and increased the offering amount to \$250 million from \$200 million. A copy of this press release is filed with this report as Exhibit 99.2 and is incorporated herein by reference.

The above does not constitute an offer to sell, or a solicitation of an offer to purchase, the New Notes and related guarantees in any jurisdiction in which such offer or solicitation would be unlawful.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
10.1	<u>Purchase Agreement, dated December 1, 2017, by and among Platform, the Guarantors and the Initial Purchasers.</u>
99.1	<u>Press release issued on December 1, 2017, announcing the offering of the New Notes.</u>
99.2	<u>Press release issued on December 1, 2017, announcing the pricing of the New Notes.</u>

Exhibit Index

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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.

PLATFORM SPECIALTY PRODUCTS

CORPORATION

(Registrant)

/s/ John E. Capps

John E. Capps

Executive Vice President, General Counsel and Secretary

December 1, 2017

(Date)