

Edgar Filing: Platform Specialty Products Corp - Form 8-K

Platform Specialty Products Corp
Form 8-K
November 17, 2014
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): November 11, 2014

Platform Specialty Products Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36272
(Commission
File Number)

37-1744899
(I.R.S. Employer
Identification No.)

5200 Blue Lagoon Drive
Suite 855
Miami, Florida
(Address of Principal Executive Offices)

33126
(Zip Code)

Registrant's telephone number, including area code: (203) 575-5850

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))
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Item 1.01 Entry into a Material Definitive Agreement.

On November 11, 2014, Platform Specialty Products Corporation (“Platform”) entered into an underwriting agreement (the “Underwriting Agreement”) with Barclays Capital Inc. and Credit Suisse Securities (USA) LLC, as representatives of the several underwriters named in Schedule I thereto (collectively, the “Underwriters”) relating to the underwritten public offering (the “Offering”) of 16,445,000 shares of Platform’s common stock, \$0.01 par value per share (the “Shares”), at a public offering price of \$24.50 per share. This number of Shares includes 2,145,000 shares sold to the Underwriters upon exercise in full of their option to purchase additional shares. The Offering is registered with the Securities and Exchange Commission pursuant to a Registration Statement on Form S-1, as amended (File Nos. 333-199816 and 333-200093), initially filed by Platform on November 3, 2014.

The Offering closed on November 17, 2014 and resulted in gross proceeds to Platform of approximately \$403 million, before deducting underwriting discounts and commissions and offering expenses payable by Platform.

The Underwriting Agreement contains customary representations, warranties and agreements of Platform, and customary conditions to closing, obligations of the parties and termination provisions. Platform has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended. In addition, pursuant to the Underwriting Agreement, Platform agreed, subject to certain exceptions, not to sell, offer, pledge or otherwise dispose of any shares of Platform common stock or securities convertible into Platform’s shares of common stock for a period of 60 days from the closing of the Offering.

The foregoing summary of the Underwriting 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 Underwriting Agreement is attached as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 8.01 Other Events.

On November 12, 2017, Platform issued a press release announcing the pricing of the Offering, a copy of which is filed herewith as Exhibit 99.1, and is incorporated herein by reference.

On November 17, 2017, Platform issued a press release announcing the exercise in full of the Underwriter’s option to purchase additional shares and the closing of the Offering, a copy of which is filed herewith as Exhibit 99.2, and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Exhibit Title |
|----------------|--|
| 1.1 | Underwriting Agreement, dated November 11, 2014, by and among Platform and the Underwriters. |
| 99.1 | Press release issued on November 12, 2014 announcing the pricing of the Offering. |
| 99.2 | Press release issued on November 17, 2014 announcing the exercise in full of the Underwriter’s option to purchase additional shares and the closing of the Offering. |

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.

PLATFORM SPECIALTY PRODUCTS CORPORATION

November 17, 2014

By: /s/ Frank J. Monteiro
Name: Frank J. Monteiro
Title: Senior Vice President and Chief Financial Officer

Exhibit Index

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