

NxStage Medical, Inc.
Form 8-K
October 30, 2018

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): October 29, 2018

NxSTAGE MEDICAL, INC.
(Exact name of registrant as specified in its charter)

Delaware 000-51567 04-3454702
(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

350 Merrimack Street, Lawrence, MA 01843
(Address of principal executive offices) (Zip Code)

(978) 687-4700
(Registrant's telephone number, including area code)

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 1.01 Entry into a Material Definitive Agreement

As previously reported, on August 7, 2017 NxStage Medical, Inc. (“NxStage”) entered into an Agreement and Plan of Merger (“Merger Agreement”) by and among NxStage, Fresenius Medical Care Holdings, Inc. (“Fresenius”), and Broadway Renal Services, Inc., a wholly-owned subsidiary of Fresenius (“Merger Sub”). Upon the terms and subject to the conditions set forth in the Merger Agreement, Merger Sub will be merged with and into NxStage (“Merger”) with NxStage surviving as a wholly-owned subsidiary of Fresenius. Fresenius is also a key customer of NxStage.

On October 29, 2018, NxStage, Fresenius and Merger Sub amended the Merger Agreement to make the following changes:

Extend the end date from November 5, 2018 to February 5, 2019.

Confirm that the only conditions to Fresenius’ obligation to close the transaction are (1) obtaining the Federal Trade Commission’s clearance, (2) the absence of any governmental law or order preventing the consummation of the transaction and (3) NxStage’s compliance, in all material respects, with its covenants under the Merger Agreement.

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.

NxStage Medical, Inc.

By: /s/ Jeffrey H. Burbank

Jeffrey H. Burbank

Chief Executive Officer

Date: October 30, 2018