

PRA Health Sciences, Inc.
Form 8-K
August 14, 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): **August 8, 2017**

PRA Health Sciences, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36732
(Commission
File Number)

46-3640387
(I.R.S. Employer
Identification No.)

4130 ParkLake Avenue, Suite 400, Raleigh, NC 27612

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(Address of Principal Executive Offices) (Zip Code)

(919) 786-8200

(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- ☐ 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 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.

On August 8, 2017, PRA Health Sciences, Inc. (the "Company") entered into an Underwriting Agreement (the "Underwriting Agreement") by and among the Company, the selling stockholders named therein (the "Selling Stockholders"), and Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC (the "Underwriters"), relating to an underwritten offering (the "Offering") of 10,000,000 shares (the "Shares") of the Company's common stock, par value \$0.01 per share, pursuant to the Company's Registration Statement on Form S-3 (File No. 333-209883), filed on March 2, 2016, as supplemented by the prospectus supplement dated August 8, 2017. All of the Shares are being sold by the Selling Stockholders. Pursuant to the Underwriting Agreement, the Underwriters purchased the Shares at a price of \$74.85 per share in a transaction that was completed on August 14, 2017.

The description of the Underwriting Agreement is qualified in its entirety by the terms of such agreement, which is incorporated herein by reference and attached to this report as Exhibit 1.1.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

See the Exhibit Index immediately following the signature page hereto, which is incorporated herein by reference.

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.

PRA Health Sciences, Inc.

Date: August 14, 2017

By:	/s/ Timothy McClain
Name:	Timothy McClain
Title:	Vice President of Legal Affairs and Assistant Secretary

EXHIBIT INDEX

- 1.1 Underwriting Agreement, dated as of August 8, 2017, among PRA Health Sciences, Inc., the Selling Stockholders named therein and Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC, as Underwriters
- 5.1 Opinion of Simpson Thacher & Bartlett LLP