

SPARTON CORP
Form 8-K
March 05, 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): March 4, 2018

SPARTON CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Ohio
(State or other jurisdiction

of incorporation)

425 Martingale Road

1-1000
(Commission

File Number)

38-1054690
(IRS Employer

Identification No.)

60173-2213

Suite 1000

Schaumburg, Illinois
(Address of Principal Executive Offices) **(Zip Code)**
Registrant's telephone number, including area code: (800) 772-7866

(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 (§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 transaction 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.

The information set forth in Item 1.02 of this Form 8-K is incorporated by reference herein.

ITEM 1.02 Termination of a Material Definitive Agreement.

On March 4, 2018, Sparton Corporation, an Ohio corporation (Sparton), entered into a Merger Termination Agreement (the Agreement) with Ultra Electronics Holdings plc, a company organized under the Laws of England and Wales (Ultra), and Ultra Electronics Aneira Inc., an Ohio corporation and an indirect wholly-owned Subsidiary of Ultra (Merger Sub). Pursuant to the Agreement, the parties mutually terminated the Agreement and Plan of Merger they had entered into as of July 7, 2017 (the Merger Agreement). As previously disclosed, under the Merger Agreement, Merger Sub was to merge with and into Sparton, with Sparton continuing as the surviving corporation in the merger and an indirect wholly owned subsidiary of Ultra.

Under the Agreement, the parties also agreed to release each other from certain claims and liabilities arising out of or related to the Merger Agreement or the transactions contemplated therein or thereby, including any termination fees. The parties also agreed that certain agreements with confidentiality obligations will continue in full force and effect.

The foregoing description of the Agreement is not complete and is subject to and qualified in its entirety by reference to the full text of the Agreement, a copy of which is filed as Exhibit 10.1 hereto, and which is incorporated herein by reference.

ITEM 7.01 Regulation FD Disclosure

On March 5, 2018, Sparton issued a press release with respect to, among other things, the Agreement. The press release is included in this report as Exhibit 99.1 and is incorporated herein by reference. This information shall not be deemed to be filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, and is not incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Cautionary Statement Regarding Forward-Looking Statements

This communication includes forward-looking statements. Use of the words may, will, would, could, should, b estimates, projects, potential, expects, plans, seeks, intends, evaluates, pursues, anticipates, cont impacts, affects, forecasts, target, outlook, initiative, objective, designed, priorities, goal, or the n words or other similar expressions is intended to identify forward-looking statements that represent our current judgment about possible future events. These forward-looking statements may include statements with respect to, among other things, the mutual termination of the merger and the independent prospects of Sparton.

These forward-looking statements are based on numerous assumptions (some of which may prove to be incorrect) and are subject to risks, uncertainties and other factors that could cause actual results and events to differ materially from those expressed or implied by these forward-looking statements. Neither Sparton nor any of its directors, executive officers or advisors, provide any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements will actually occur. Risks and uncertainties that could cause results to differ from expectations include: the effects of disruption caused by the announcement of an termination of the contemplated transaction and its termination making it more difficult to maintain relationships with employees, customers, vendors and other business partners; the risk that stockholder litigation

in connection with the contemplated transaction and its termination may result in significant costs of defense, indemnification and liability; other business effects, including the effects of industry, economic or political conditions outside of the control of the parties to the contemplated transaction; transaction costs; actual or contingent liabilities and disruptions to the financial or capital markets. Actual results may differ materially from those projected in the forward-looking statements. Sparton does not undertake to update any forward-looking statements.

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.

Item 9.01 Exhibits

(d) Exhibits

| Exhibit No. | Description |
|------------------------|---|
| 10.1 | <u>Merger Termination Agreement dated as of March 4, 2018 by and among Sparton Corporation, Ultra Electronics Holdings plc, and Ultra Electronics Aneira Inc.</u> |
| 99.1 | <u>Press Release dated March 5, 2018</u> |

SIGNATURES

SPARTON CORPORATION

Dated: March 5, 2018

By: /s/ Joseph J. Hartnett
Joseph J. Hartnett, Interim President
and Chief Executive Officer