

CIBER INC
Form 8-K
June 06, 2016

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

June 6, 2016
Date of Report (Date of earliest event reported)

CIBER, Inc.
(Exact name of Registrant as specified in its charter)

Delaware 001-13103 38-2046833
(State or other jurisdiction of (Commission File Number) (I.R.S. Employer Identification No.)
incorporation)

6312 South Fiddler's Green Circle, Suite 600E
Greenwood Village, Colorado, 80111
(Address of principal executive offices) (Zip code)

(303) 220-0100
(Registrant's telephone number, including area code)

(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 communication 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 June 6, 2016, Ciber Nederland B.V., (“Ciber Nederland”) a subsidiary of Ciber, Inc. (“Ciber”) and ManpowerGroup Netherlands B.V. (“ManpowerGroup Netherlands”) announced that they have signed a purchase agreement (the “Agreement”) for the sale of certain of the assets and liabilities of Ciber Nederland, which operates Ciber’s business in the Netherlands. The terms of the Agreement include a \$25.0 million (USD) cash purchase price, which is subject to a purchase price adjustment six months after closing with respect to the retention of certain Ciber Nederland customers, as well as an escrow amount of \$5.0 million of the purchase price. The Agreement also contains representations and warranties and covenants, as well as indemnification provisions customary for transactions of this nature. Completion of the transaction is subject to customary closing conditions, including the performance of covenants and the satisfaction of certain other conditions, including the receipt of applicable regulatory approvals, consent of Wells Fargo Bank, N.A., as lender and agent under Ciber’s ABL credit facility, positive advice from the works councils of Ciber Nederland and ManpowerGroup Netherlands, no material adverse change with respect to Ciber Nederland since the date of the Agreement, and other terms as set forth the Agreement. Ciber Nederland will continue to be involved in the full transition of the business to ManpowerGroup Netherlands after the closing of the transaction, which is expected to be completed in mid-June 2016, subject to the satisfaction of closing conditions as described above.

On June 6, 2016, Ciber issued a press release regarding the Agreement. A copy of the press release is attached as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release dated June 6, 2016.

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 thereunto duly authorized.

Ciber, Inc.

Date: June 6, 2016 By: /s/ Christian Mezger
Christian Mezger
Chief Financial Officer