

Dr Pepper Snapple Group, Inc.
Form 8-K
June 26, 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): **June 25, 2018**

Dr Pepper Snapple Group, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-33829
(Commission
File Number)

98-0517725
(IRS Employer
Identification No.)

5301 Legacy Drive, Plano, Texas 75024

(Address of Principal Executive Offices) (Zip Code)

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(Registrant's Telephone Number, Including Area Code) **972-673-7000**

(Former Name or Former Address, if Changed Since Last Report) **N/A**

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 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b)

On June 25, 2018, Dr Pepper Snapple Group, Inc. ("DPS" or the "Company") and Maple Parent Holdings Corp. ("Maple") announced the anticipated resignations of certain Company executives, including Martin M. Ellen, Executive Vice President & Chief Financial Officer and James J. Johnston, President - Beverage Concentrates & Latin America Beverages, upon (and subject to) completion of the merger contemplated by the Agreement and Plan of Merger (the "Merger Agreement") among the Company, a special purpose merger subsidiary of the Company ("Merger Sub") and Maple, the indirect parent of Keurig Green Mountain, Inc. In addition, upon (and subject to) completion of the merger, Larry D. Young, President and Chief Executive Officer, will retire from the Company but remain on the Board of Directors.

ITEM 8.01. Other Events

On June 25, 2018, the Company and Maple issued a joint press release announcing the above resignations of certain Company executives and the anticipated executive leadership team of the Company to be appointed upon (and subject to) completion of the Merger. Under the terms of the Merger Agreement, the Merger Sub will merge into Maple, with Maple becoming a wholly owned subsidiary of the Company. As previously announced, concurrently with the closing of the merger, DPS will be renamed "Keurig Dr Pepper Inc." and, following the consummation of the merger, will trade under the symbol "KDP" on the New York Stock Exchange.

A copy of the press release described above is filed as an exhibit to this Current Report on Form 8-K and is incorporated by reference herein.

In addition, the Merger Agreement provides that following the completion of the merger, the Company's Board of Directors will be comprised of twelve members, including two directors designated by Mondelēz International Holdings LLC ("Mondelēz LLC"), a minority investor in Maple. The Company's definitive proxy statement, as filed with the Securities and Exchange Commission on May 29, 2018, identifies the two Mondelēz LLC designees as Dirk Van de Put, Chairman and Chief Executive Officer of Mondelēz International, Inc. and Brian Gladden, Executive Vice President and Chief Financial Officer of Mondelēz International, Inc. Mondelēz LLC has informed the Company and Maple that due to Mr. Gladden's planned departure from Mondelēz International, Inc., it will designate Gerhard W. Pleuhs, Executive Vice President and General Counsel of Mondelēz International, Inc., in place of Mr. Gladden.

Additional Information:

This communication is being made in respect of the proposed transaction involving Maple Parent Holdings Corp. and Dr Pepper Snapple Group, Inc. The proposed transaction will be submitted to the stockholders of Dr Pepper Snapple Group, Inc. for their consideration. In connection therewith, Dr Pepper Snapple Group, Inc. filed a definitive proxy statement on May 29, 2018 with the SEC, and may file further relevant materials with the SEC. The definitive proxy statement has been mailed to the stockholders of Dr Pepper Snapple Group, Inc. BEFORE MAKING ANY VOTING OR ANY INVESTMENT DECISION, INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT REGARDING THE PROPOSED TRANSACTION AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT

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THE PROPOSED TRANSACTION. Investors and security holders may obtain free copies of the proxy statement, any amendments or supplements thereto and other documents containing important information about Dr Pepper Snapple Group, Inc. through the website maintained by the SEC at www.sec.gov. Copies of the documents filed with the SEC by Dr Pepper Snapple Group, Inc. are available free of charge on Dr Pepper Snapple Group, Inc.'s website at <https://www.drpeppersnapplegroup.com/> under the heading SEC Filings and Proxy Statements within the Investors portion of Dr Pepper Snapple Group, Inc.'s website. Stockholders of Dr Pepper Snapple Group, Inc. may also obtain a free copy of the definitive proxy statement by contacting Dr Pepper Snapple Group, Inc.'s Investor Relations Department at (972) 673-7000.

Maple Parent Holdings Corp., Bob Gamgort (Director and Chief Executive Officer of Maple Parent Holdings Corp.), Ozan Dokmecioglu (Chief Financial Officer of Maple Parent Holdings Corp.), and Bart Becht (a Director of Maple Parent Holdings Corp.) may be deemed to be participants under SEC rules in any solicitation of Dr Pepper Snapple Group, Inc. stockholders in respect of a Maple Parent Holdings Corp. proposal for a transaction with Dr Pepper Snapple Group, Inc. Neither Maple Parent Holdings Corp. nor any of the individuals listed above has a direct or indirect interest, by security holdings or otherwise, in Dr Pepper Snapple Group, Inc. or the matters to be acted upon in connection with a potential transaction involving Maple Parent Holdings Corp. and Dr Pepper Snapple Group.

ITEM 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
99.1	<u>Joint Press Release dated June 25, 2018.</u>

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.

Dr Pepper Snapple Group, Inc.

June 25, 2018

By:

James L. Baldwin

Name: James L. Baldwin

Title: Corporate Secretary