

II-VI INC
Form 8-K
March 27, 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 26, 2018

II-VI Incorporated

(Exact Name of Registrant as Specified in Charter)

PENNSYLVANIA
(State or Other Jurisdiction

0-16195
(Commission

25-1214948
(I.R.S. Employer

of Incorporation)

File Number)

Identification Number)

375 Saxonburg Boulevard, Saxonburg, Pennsylvania 16056

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(Address of Principal Executive Offices) (Zip Code)

(724) 352-4455

(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:

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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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 7.01. Regulation FD Disclosure.

The Company is posting certain investor presentation materials on its website beginning on or about March 27, 2018. The presentation materials include, among other things, certain information regarding the Company's pending acquisition of CoAdna. The presentation materials are attached hereto as Exhibit 99.2 and incorporated by reference into this Item 7.01. These presentation materials also may be used at one or more future investor conferences at which management of the Company may present. The information contained in the presentation materials attached hereto as Exhibit 99.2 is summary information that is intended to be considered in the context of the Company's SEC filings and other public announcements. The Company undertakes no duty or obligation to publicly update or revise this information, although it may do so from time to time.

The information in Item 7.01 of this Current Report on Form 8-K, including the exhibit furnished as Exhibit 99.2 pursuant to Item 9.01, shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities under that Section. Furthermore, the information in Item 7.01 of this Current Report on Form 8-K, including the exhibit furnished as Exhibit 99.2 pursuant to Item 9.01, shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933.

Item 8.01 Other Events.

On March 26, 2018, II-VI Incorporated (the Company) issued a press release announcing that it had agreed to acquire CoAdna Holdings, Inc. (CoAdna). The Company and CoAdna entered into a merger agreement on that date pursuant to which a wholly owned subsidiary of the Company will be merged with CoAdna, with CoAdna surviving the merger as a wholly owned subsidiary of the Company. The agreement provides for an aggregate purchase price of approximately \$85,000,000 payable in cash at closing. The merger is subject to the approval of CoAdna's shareholders, regulatory approvals and other customary closing conditions, and is expected to close in the third quarter of 2018.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 Press Release dated March 26, 2018.

Exhibit 99.2 Investor conference presentation materials titled Investor Presentation March 2018.

SIGNATURE

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.

II-VI Incorporated

Date: March 27, 2018

By: /s/ Mary Jane Raymond
Mary Jane Raymond
Chief Financial Officer and Treasurer