

FMC CORP  
Form 8-K/A  
January 09, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K/A

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CURRENT REPORT

Pursuant to Section 13 or 15 (d) of the  
Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported) November 1, 2017

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FMC CORPORATION  
(Exact name of registrant as specified in its charter)

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Delaware (State or other jurisdiction of incorporation or organization)	1-2376  (Commission File Number)	94-0479804  (I.R.S. Employer Identification No.)
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2929 Walnut Street Philadelphia, Pennsylvania (Address of principal executive offices)	19104  (Zip Code)
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Registrant's telephone number, including area code: 215-299-6000

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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.

Check the appropriate box below if the Form 8-K 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
  
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act

oPre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act

oPre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

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Explanatory Note

On November 1, 2017, pursuant to the Transaction Agreement, dated as of March 31, 2017 (the “Transaction Agreement”), by and between E. I. du Pont de Nemours and Company, a Delaware corporation (“DuPont”) and FMC Corporation, a Delaware corporation (the “Company”), the Company acquired certain assets relating to the crop protection business and research and development organization of DuPont. Additionally, DuPont acquired certain assets relating to the Company’s Health and Nutrition business segment and received \$1.2 billion in cash (collectively, the “Transactions”).

This Form 8-K/A amends the Form 8-K the Company filed on November 2, 2017 (the "Original Form 8-K") to include special purpose combined financial statements and pro forma financial information for the Transactions described in Items 9.01(a) and 9.01(b) below. Except as set forth herein, no other modifications have been made to the Original Form 8-K.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(a) Special Purpose Combined Financial Statements of the Business Acquired

Unaudited Interim Special Purpose Combined Financial Statements of Net Assets Acquired as of June 30, 2017 and December 31, 2016 and Interim Special Purpose Combined Statements of Revenues and Direct Expenses for the six months ended June 30, 2017 and 2016 and Audited Special Purpose Combined Financial Statements of Net Assets Acquired as of December 31, 2016 and 2015 and Special Purpose Combined Statements of Revenues and Direct Expenses for the years ended December 31, 2016, 2015 and 2014 are filed as Exhibit 99.1 and Exhibit 99.2, respectively, to this Form 8-K/A and incorporated by reference into this Form 8-K/A.

(b) Pro Forma Financial Information

The following unaudited pro forma condensed consolidated financial information related to the Transactions is filed as Exhibit 99.3 to this Form 8-K/A and incorporated by reference into this Form 8-K/A.

(i) Unaudited Pro Forma Condensed Consolidated Statements of Income for the six months ended June 30, 2017 and years ended December 31, 2016 and, 2015 and 2014.

(ii) Unaudited Pro Forma Condensed Consolidated Balance Sheet as of June 30, 2017.

(d) Exhibits

Exhibit No.	Exhibit Description
23.1	<u>Consent of PricewaterhouseCoopers LLP, Independent Auditor</u>
99.1	<u>DuPont Crop Protection Business Special Purpose Combined Financial Statements as of June 30, 2017 and December 31, 2016 and for the six months ended June 30, 2017 and 2016</u>
99.2	<u>DuPont Crop Protection Business Special Purpose Combined Financial Statements as of December 31, 2016 and 2015 and for the years ended December 31, 2016, 2015 and 2014</u>
99.3	<u>Unaudited Pro Forma Condensed Consolidated Financial Information</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 thereunto duly authorized.

**FMC CORPORATION**  
(Registrant)

By:               /s/ PAUL  
                      W.  
                      GRAVES  
                      Paul W.  
                      Graves  
                      Executive  
                      Vice  
                      President  
                      and  
                      Chief  
                      Financial  
                      Officer

Date: January 9, 2018