

AZZ INC  
Form 8-K  
October 02, 2014

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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): October 2, 2014

AZZ incorporated  
(Exact name of Registrant as specified in its charter)

TEXAS

(State or Other Jurisdiction of Incorporation or Organization) 1-12777  
Commission File No.

75-0948250  
(I.R.S. Employer Identification Number)

One Museum Place, Suite 500  
3100 West Seventh Street  
Fort Worth, TX 76107  
(Address of principal executive offices, including zip code)

Registrant's Telephone Number, including Area Code: (817) 810-0095

None  
(Former name or former address, if changed since last report)

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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))



## Section 2 - Financial Information

### Item 2.02 Results of Operations and Financial Condition.

On October 1, 2014, AZZ incorporated (“AZZ”) issued a press release reporting AZZ’s unaudited earnings and other selected financial information for the three month and six month period ended August 31, 2014. A copy of this press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

## Section 8 - Other Events

### Item 8.01 Other Events.

On October 1, 2014, AZZ issued an additional press release announcing a 7.1% increase in the quarterly cash dividend from \$0.14 per share to \$0.15 per share on AZZ’s outstanding shares of common stock. A copy of this press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

## Section 9 - Financial Statements and Exhibits

### Item 9.01 Financial Statements and Exhibits.

The following exhibits are filed as part of this report.

|              |                                                                                                                                                                                  |
|--------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Exhibit 99.1 | Press Release reporting AZZ’s unaudited earnings and other selected financial information for the three month and six month period ended August 31, 2014, dated October 1, 2014. |
| Exhibit 99.2 | Press Release announcing a 7.1% increase in AZZ’s quarterly cash dividend from \$0.14 per share to \$0.15 per share, dated October 1, 2014.                                      |

## FORWARD LOOKING STATEMENTS

Certain statements herein about our expectations of future events or results constitute forward-looking statements for purposes of the safe harbor provisions of The Private Securities Litigation Reform Act of 1995. You can identify forward-looking statements by terminology such as, “may,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “potential,” “continue,” or the negative of these terms or other comparable terminology. Such forward-looking statements are based on currently available competitive, financial and economic data and management’s views and assumptions regarding future events. Such forward-looking statements are inherently uncertain, and investors must recognize that actual results may differ from those expressed or implied in the forward-looking statements. This Current Report on Form 8-K may contain forward-looking statements that involve risks and uncertainties including, but not limited to, changes in customer demand and response to products and services offered by AZZ and its affiliates, including demand by the electrical power generation markets, electrical transmission and distribution markets, the nuclear power generation markets, the industrial markets, and the hot dip galvanizing markets; prices and raw material cost, including zinc and natural gas which are used in the hot dip galvanizing process; changes in the political stability and economic conditions of the various markets that AZZ and its affiliates serve, foreign and domestic, customer request delays of shipments, acquisition opportunities, currency exchange rates, adequacy of financing, and availability of experienced management employees to implement AZZ’s growth strategy. AZZ has provided additional information regarding risks associated with the business in AZZ’s Annual Report on Form 10-K for the fiscal year ended February 28, 2014 and other filings with the SEC, available for viewing on AZZ’s website at [www.azz.com](http://www.azz.com) and on the SEC’s website at [www.sec.gov](http://www.sec.gov). You are urged to consider these factors carefully in evaluating the forward-looking statements herein and are cautioned not to place undue reliance on such

forward-looking statements, which are qualified in their entirety by this cautionary statement. These statements are based on information

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as of the date hereof and AZZ assumes no obligation to update any forward-looking statements, whether as a result of new information, future events, or otherwise.

## 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.

DATE: 10/02/2014

AZZ incorporated  
By: /s/ Tara D. Mackey\_\_\_\_\_  
Tara D. Mackey  
Chief Legal Officer and Corporate Secretary

## EXHIBIT INDEX

- |              |                                                                                                                                                                                  |
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