

Gaming Partners International CORP
Form 8-K
March 13, 2014

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 13, 2014**

Gaming Partners International Corporation
(Exact name of registrant as specified in its charter)

Nevada 0-23588 88-0310433
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

1700 Industrial Road, Las Vegas, Nevada 89102
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (702) 384-2425

(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))

Item 1.01 Entry into a Material Definitive Agreement.

On March 13, 2014, the Company entered into a Binding Letter of Intent to acquire all of the net assets of GemGroup Inc. and Subsidiaries for \$22.5 million in cash. GemGroup is a privately-held manufacturer of casino currency, cards and table layouts primarily sold under the Gemaco brand. The Company expects to fund the acquisition using a combination of cash and bank financing. We anticipate closing on the transaction on or before June 30, 2014. However, given the uncertainty associated with due diligence, we cannot guarantee the transaction will be consummated. In the event we cannot negotiate a definitive asset purchase agreement, we may be liable to GemGroup for \$1.0 million.

The Company announced this transaction in a press release, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by this reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 Press release dated March 13, 2014.

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.

Gaming Partners International Corporation

Date: March 13, 2014

By: /s/ Michael D. Mann

Michael D. Mann

Chief Financial Officer, Treasurer and Secretary

EXHIBIT INDEX

Exhibit No. Description

Exhibit 99.1 Press release dated March 13, 2014.