

FAIRMOUNT SANTROL HOLDINGS INC.

Form 425

January 03, 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): January 3, 2018**

**FAIRMOUNT SANTROL HOLDINGS INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**001-36670**  
**(Commission**  
**File Number)**

**34-1831554**  
**(IRS Employer**  
**Identification No.)**

**8834 Mayfield Road, Chesterland, Ohio**

**44026**

(Address of Principal Executive Offices)

(Zip Code)

(800) 255-7263

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 (§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 8.01. Other Events.**

Fairmount Santrol Holdings Inc. ( Fairmount ) intends to provide supplemental information regarding its proposed transaction with Unimin Corporation ( Unimin ). A copy of the investor presentation is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

This Current Report on Form 8-K contains statements which, to the extent they are not statements of historical or present fact, constitute forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995. All forward-looking statements involve risks and uncertainties that may cause actual results to differ materially from those expressed or implied in the forward-looking statements. Important factors that could cause actual results to differ materially from those anticipated or implied in forward looking statements are described in Fairmount s Form 10-K under the heading

Cautionary Statement Regarding Forward-Looking Information , as well as the information included in Fairmount s Current Reports on Form 8-K and other factors that are set forth in management s discussion and analysis of Fairmount s most recently filed reports with the SEC. Additional important factors that could cause actual results to differ materially from those indicated by forward-looking statements include risks and uncertainties relating to: the merger not being timely completed, if completed at all; if the merger is completed, the impact of any undertakings required by the parties in order to obtain regulatory approvals; prior to the completion of the merger, Fairmount s and/or Unimin s respective businesses experiencing disruptions due to transaction-related uncertainty or other factors making it more difficult to maintain relationships with employees, business partners or governmental entities; the industry may be subject to future regulatory or legislative actions that could adversely affect Fairmount s and/or Unimin s respective businesses; and the parties being unable to successfully implement integration strategies. While Fairmount and/or Unimin may elect to update forward-looking statements at some point in the future, Fairmount and Unimin specifically disclaim any obligation to do so, even if estimates change and, therefore, you should not rely on these forward-looking statements as representing our views as of any date subsequent to today.

**Additional Information**

In connection with the proposed transaction, a registration statement on Form S-4 will be filed with the SEC. FAIRMOUNT STOCKHOLDERS ARE ENCOURAGED TO READ THE REGISTRATION STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING THE PROXY STATEMENT/PROSPECTUS THAT WILL BE PART OF THE REGISTRATION STATEMENT, WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED MERGER. The final proxy statement/prospectus will be mailed to stockholders of Fairmount. Investors and security holders will be able to obtain the documents free of charge at the SEC s website, [www.sec.gov](http://www.sec.gov), or from Fairmount at its website, [www.fairmountsantrol.com](http://www.fairmountsantrol.com), or by contacting Indrani Egleston at 440-214-3219 or Matthew Schlarb at 440-214-3284.

**Participants in Solicitation**

Fairmount and its respective directors and executive officers may be deemed to be participants in the solicitation of proxies in respect of the proposed merger. Information concerning Fairmount's participants is set forth in the proxy statement, dated April 6, 2017, for Fairmount's 2017 Annual Meeting of stockholders as filed with the SEC on Schedule 14A. Additional information regarding the interests of such participants in the solicitation of proxies in respect of the proposed merger will be included in the registration statement and proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Investor Presentation, dated as of January 3, 2018

**Exhibit Index**

<b>Exhibit Number</b>	<b>Description</b>
99.1	<u>Investor Presentation, dated as of January 3, 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.

**Fairmount Santrol Holdings Inc.**

(Registrant)

By: /s/ Michael F. Biehl  
Michael F. Biehl  
Executive Vice President and

Chief Financial Officer

Date: January 3, 2018