

TELEFLEX INC
Form 8-K
October 02, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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, 2017

TELEFLEX INCORPORATED
(Exact name of Registrant as Specified in Its Charter)

| | | |
|---|--------------------------|--------------------------------------|
| Delaware | 1-5353 | 23-1147939 |
| (State or Other Jurisdiction of Incorporation or Organization) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|---|------------|
| 550 East Swedesford Road, Suite 400, Wayne, Pennsylvania | 19,087 |
| (Address of Principal Executive Offices) | (Zip Code) |

Registrant's Telephone Number, Including Area Code (610)
225-6800

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))

Item 2.01. Completion of Acquisition or Disposition of Assets.

On October 2, 2017, Teleflex Incorporated (the “Company”) completed its previously announced acquisition of NeoTract, Inc. (“NeoTract”), pursuant to that certain Agreement and Plan of Merger (the “Merger Agreement”), dated as of September 4, 2017, by and among the Company, Teleflex Urology Limited, a private limited company incorporate under the laws of Ireland (“Teleflex Urology”), NeoTract and Naples Merger Sub Inc., a wholly-owned subsidiary of the Teleflex Urology (“Merger Sub”). Pursuant to the Merger Agreement, Merger Sub merged with and into NeoTract (the “Merger”), with NeoTract surviving the Merger as a wholly-owned subsidiary of Teleflex Urology.

At the closing, Teleflex Urology paid a purchase price of \$725 million in cash, subject to customary purchase price adjustments, and the Merger Agreement provides for additional milestone payments by Teleflex Urology of up to \$375 million in the aggregate, which milestone payments are each subject to certain net sales requirements with respect to sales of certain products as further described in the Merger Agreement.

The description of the Merger and the Merger Agreement contained in this Item 2.01 does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, which was filed as Exhibit 2.1 to the Form 8-K filed by the Company with the Securities and Exchange Commission on September 5, 2017, and is incorporated by reference herein.

Item 8.01. Other Events.

On October 2, 2017, the Company issued a press release announcing the completion of its acquisition of NeoTract, a copy of which is filed as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are filed as part of this report:

99.1 Press Release, dated October 2, 2017.

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.

TELEFLEX INCORPORATED

Date: October 2, 2017

By: /s/ James J. Leyden

Name: James J. Leyden

Title: Vice President, General Counsel and Secretary

EXHIBIT INDEX

Exhibit No. Description

99.1 Press Release, dated October 2, 2017

xt-align:center;font-size:10pt;">1,128,914

33,554,946

Randall J. Larson

153,486,098

1,300,779

867,059

33,554,946

Steven J. Malcolm

152,974,126

1,905,666

774,144

33,554,946

Kevin S. McCarthy

147,013,343

7,842,885

797,708

33,554,946

Jim W. Mogg

153,253,555

1,576,108

824,273

33,554,946

Pattye L. Moore

152,238,478

2,661,612

753,846

33,554,946

Gary D. Parker

152,231,556

2,566,937

855,443

33,554,946

Eduardo A. Rodriguez

152,219,678
2,664,058
770,200
33,554,946
Terry K. Spencer
153,101,095
1,836,501
716,340
33,554,946

2. The appointment of PricewaterhouseCoopers LLP as independent auditor for the Company for the fiscal year ending December 31, 2016, was ratified by a majority of the votes cast as follows:

Votes For
186,492,460
Votes Against
1,681,828
Abstain
1,034,594

3. The advisory vote on compensation paid to our named executive officers as disclosed in our Proxy Statement for the 2016 annual meeting, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, was approved by a majority of the votes cast as follows:

Votes For
148,428,284
Votes Against
5,533,669
Abstain
1,691,679
Broker Non-Votes
33,555,250

Item
7.01 Regulation FD Disclosure

On May 25, 2016, we released a summary of the remarks made by Terry K. Spencer, president and chief executive officer, at our annual meeting of shareholders on May 25, 2016, regarding our 2015 performance. A copy of the news release is attached as Exhibit 99.1 and is incorporated herein by reference.

The information disclosed in this Item 7.01, including Exhibit 99.1 hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities under that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act except as expressly set forth by specific reference in such filing.

Item
9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit
Number Description

99.1 News release issued by ONEOK, Inc. dated May 25, 2016 - Summary of President and CEO Remarks.

SIGNATURE

Pursuant to the requirements of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

ONEOK, Inc.

Date: May 26, 2016 By: /s/ Derek S. Reiners
Derek S. Reiners
Senior Vice President,
Chief Financial Officer and
Treasurer

EXHIBIT INDEX

| Exhibit Number | Description |
|-------------------|-------------|
|-------------------|-------------|

| | |
|------|---|
| 99.1 | News release issued by ONEOK, Inc. dated May 25, 2016 - Summary of President and CEO Remarks. |
|------|---|

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