

SPARTON CORP
Form 8-K
September 26, 2017

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): September 25, 2017

SPARTON CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Ohio
(State or other jurisdiction

of incorporation)

425 Martingale Road

1-1000
(Commission

File Number)

38-1054690
(IRS Employer

Identification No.)

60173-2213

Suite 1000

Schaumburg, Illinois
(Address of Principal Executive Offices) **(Zip Code)**
Registrant's telephone number, including area code: (800) 772-7866

(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

As announced on September 25, 2017, Ultra Electronics Holdings plc (ULE) and Sparton Corporation (Sparton) each received a request for additional information (collectively, the Second Request) from the United States Department of Justice (DOJ) in connection with ULE s pending acquisition of Sparton. The Second Request was issued under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the HSR Act).

The effect of the Second Request is to extend the waiting period imposed by the HSR Act until 30 days after ULE and Sparton have substantially complied with the request, unless that period is extended voluntarily by both ULE and Sparton or terminated sooner by the DOJ. ULE and Sparton have been cooperating fully with the DOJ as it conducts its review of the transaction and will continue to do so in connection with the Second Request. The transaction remains subject to approval by Sparton s shareholders and other approvals, as well as other customary closing conditions. ULE and Sparton are continuing to attempt to complete the transaction by January 1, 2018.

FORWARD-LOOKING INFORMATION

To the extent any statements made in this communication contain information that is not historical, these statements are essentially forward-looking and are subject to risks and uncertainties, including the difficulty of predicting future results, the regulatory environment, fluctuations in operating results and other risks detailed from time to time in Sparton s filings with the SEC. The matters discussed in this communication may also involve risks and uncertainties concerning Sparton s services described in Sparton s filings with the SEC. In particular, see the risk factors described in Sparton s most recent Form 10-K. Additional factors may include the effect of the announcement of the merger and related transactions on Sparton s business relationships, operating results and business generally; the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement with ULE, and the risk that the merger agreement with ULE may be terminated in circumstances that require Sparton to pay a termination fee to ULE; the outcome of legal proceedings instituted against Sparton related to the merger agreement with ULE; and the failure to satisfy conditions to completion of the merger with ULE, including the receipt of all required regulatory clearances related to the merger with ULE. Although we believe that these forward-looking statements are based on reasonable assumptions, there are many factors that could affect our actual financial results or results of operations and could cause actual results to differ materially from those in the forward-looking statements. All future written and oral forward-looking statements by us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to above. Except for Sparton s ongoing obligations to disclose material information as required by the federal securities laws, Sparton does not have any obligations or intention to release publicly any revisions to any forward-looking statements to reflect events or circumstances in the future or to reflect the occurrence of unanticipated events.

Important Additional Information

In connection with the proposed merger, Sparton has filed with the SEC and mailed or otherwise provided to its shareholders a proxy statement regarding the proposed merger. BEFORE MAKING ANY VOTING DECISION, SPARTON S SHAREHOLDERS ARE URGED TO READ THE PROXY STATEMENT IN ITS ENTIRETY AND ANY OTHER DOCUMENTS FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED MERGER OR INCORPORATED BY REFERENCE THEREIN BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED MERGER AND THE PARTIES TO THE PROPOSED MERGER. Investors and security holders may obtain a free copy of the proxy statement and other documents that Sparton files with the SEC from the SEC s website at www.sec.gov and Sparton s website at www.sparton.com.

Participants in the Solicitation

Sparton and its directors, executive officers and employees may be deemed, under SEC rules, to be participants in the solicitation of proxies from Sparton's shareholders with respect to the transaction. Shareholders may obtain information regarding the names, affiliations and interests of such individuals in Sparton's Annual Report on Form 10-K for the fiscal year ended July 2, 2017, and its definitive proxy statement for the 2016 annual meeting of shareholders. Additional information regarding the interests of such individuals in the transaction of Sparton by ULE are included in the proxy statement relating to such acquisition that has been filed with the SEC. These documents may be obtained free of charge from the SEC's website at www.sec.gov and Sparton's website [at www.sparton.com](http://www.sparton.com).

Index to Exhibits

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
Exhibit 99.1	<u>Press Release dated September 25, 2017</u>

Exhibit Index

Exhibit No.	Description
99.1	<u>Press Release dated September 25, 2017</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.

SPARTON CORPORATION

Dated: September 26, 2017

By: /s/ Joseph J. Hartnett
Joseph J. Hartnett, Interim President
and Chief Executive Officer