

INSTEEL INDUSTRIES INC

Form 8-K

October 19, 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): October 19, 2017

Commission File Number 1-9929

Insteel Industries, Inc.

(Exact name of registrant as specified in its charter)

North Carolina

56-0674867

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|---|---|
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |
| <u>1373 Boggs Drive, Mount Airy, North Carolina</u> | <u>27030</u> |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: **(336) 786-2141**

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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 2.02. Results of Operations and Financial Condition

On October 19, 2017, Insteel Industries, Inc. (“Insteel” or the “Company”) issued a press release regarding its financial results for the fourth fiscal quarter and fiscal year ended September 30, 2017. A copy of this release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K. The information in Item 2.02 of this Current Report on Form 8-K, including the related information in Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01. Other Events

On October 19, 2017, Insteel issued a press release announcing that its board of directors had declared a special cash dividend of \$1.00 per share on the Company’s common stock payable on January 5, 2018 to shareholders of record as of December 20, 2017. A copy of this release is included as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Pursuant to General Instruction B.2 to Form 8-K, the information set forth in the portion of Exhibit 99.1 related to the special cash dividend (i.e., the second sentence in the first full paragraph of Exhibit 99.1) shall be deemed “filed” rather than “furnished” under the Exchange Act, and the remainder of the information set forth in Exhibit 99.1 shall be deemed “furnished” under the Exchange Act.

Exhibit 99.1 Press release dated October 19, 2017 announcing fourth fiscal quarter and fiscal year 2017 financial results of Insteel Industries, Inc. and the declaration of a special cash dividend.

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.

INSTEEL INDUSTRIES, INC.

Registrant

Date: October 19, 2017 By: /s/ Michael C. Gazmarian
Michael C. Gazmarian
Vice President, Chief Financial Officer and Treasurer