

Edgar Filing: CABOT MICROELECTRONICS CORP - Form 8-K/A

CABOT MICROELECTRONICS CORP  
Form 8-K/A  
January 06, 2016  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K/A  
Amendment No. 1

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 22, 2015

Cabot Microelectronics Corporation  
(Exact name of registrant as specified in its charter)

Delaware    000-30205    36-4324765  
(State or other jurisdiction of incorporation)    (Commission File Number)    (IRS Employer Identification)

870 Commons Drive, Aurora, Illinois    60504  
(Address of principal executive offices)    (Zip Code)

(630) 375-6631  
(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))

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Explanatory Note

This Current Report on Form 8-K/A amends and supplements the Current Report on Form 8-K filed by Cabot Microelectronics Corporation (the "Company") on October 22, 2015 announcing the completion of the Company's acquisition of NexPlanar Corporation ("NexPlanar"). This amendment includes the financial statements of NexPlanar and pro forma financial information required by Item 9.01 of Form 8-K with respect to the acquisition.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

The audited financial statements of NexPlanar Corporation as of and for the year ended December 31, 2014, the notes related thereto and the related independent auditors' report of KPMG LLP, are filed as Exhibit 99.1 to this report and incorporated herein by reference.

The unaudited financial statements of NexPlanar Corporation as of September 30, 2015 and for the nine months ended September 30, 2015 and 2014, and the notes related thereto, are filed as Exhibit 99.2 to this report and incorporated herein by reference.

(b) Pro forma financial information

The unaudited pro forma condensed combined statement of income of the Company and NexPlanar for the year ended September 30, 2015, the unaudited pro forma condensed combined balance sheet for the Company and NexPlanar as of September 30, 2015, and the notes related thereto, are filed as Exhibit 99.3 to this report and incorporated herein by reference.

(d) Exhibits

| Exhibit Number | Description   |
|----------------|---|
| 23.1           | Consent of KPMG, LLP.   |
| 99.1           | Audited financial statements of NexPlanar Corporation as of and for the year ended December 31, 2014, the notes related thereto and the related independent auditors' report of KPMG, LLP.                      |
| 99.2           | Unaudited financial statements of NexPlanar Corporation as of September 30, 2015 and for the nine months ended September 30, 2015 and 2014, and notes related thereto.  |
| 99.3           | Unaudited pro forma condensed combined statement of income for the year ended September 30, 2015, unaudited pro forma condensed combined balance sheet as of September 30, 2015, and the notes related thereto. |

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SIGNATURE

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.

CABOT MICROELECTRONICS CORPORATION  
[Registrant]

Date: January 6, 2016 By: /s/ WILLIAM S. JOHNSON  
William S. Johnson  
Executive Vice President and Chief Financial Officer  
[Principal Financial Officer]

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EXHIBIT INDEX

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