

Edgar Filing: ARC Group Worldwide, Inc. - Form FWP

ARC Group Worldwide, Inc.  
Form FWP  
April 02, 2015

Filed Pursuant to Rule 433  
Issuer Free Writing Prospectus  
Dated April 2, 2015

Relating to Preliminary Prospectus Dated March 24, 2015

Registration Statement No. 333-200666

**3,000,000 Shares of Common Stock**

Assumed Public Offering Price \$5.00 per share

Assumed Discounts and Commissions \$0.30 per share

Use of Proceeds The net proceeds from the sale of common stock offered, assuming a public offering price of \$5.00 per share, will be approximately \$13.5 million, after deducting underwriting discounts and commissions and estimated offering expenses payable by us. If the underwriters exercise their option to purchase additional shares of our common stock in full, the net proceeds from the sale of common stock offered will be approximately \$15.6 million, after deducting underwriting discounts and commissions and estimated offering expenses payable by us.

The Company plans to use the net proceeds from the sale of common stock offered to prepay outstanding indebtedness under the Citizens Bank, N.A. Amended & Restated Credit Agreement, as amended (the Senior Credit Facility), and the McLarty Capital Partners SBIC, L.P. Credit Agreement, as amended (the Subordinated Credit Facility); together with the Senior Credit Facility, the Credit Facilities).

Pro Forma as Adjusted Consolidated Balance Sheet Data Our pro forma as adjusted consolidated balance sheet data as of December 28, 2014 (the end of our second quarter for the fiscal year June 30, 2015), giving effect to this offering, assuming a public offering price of \$5.00 per share, and our use of the estimated proceeds therefrom, would have been as follows (in thousands):

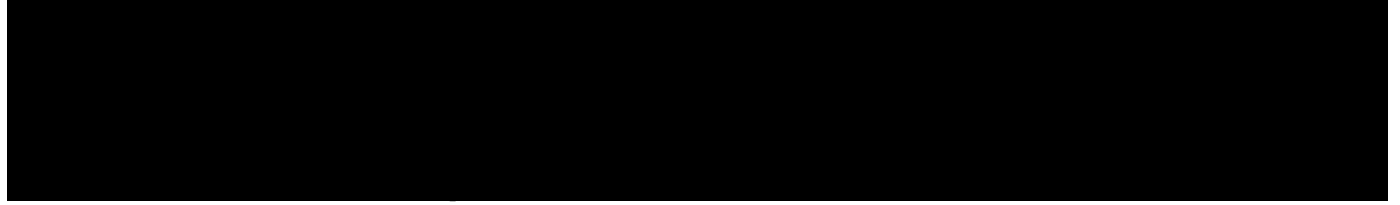
Cash and cash equivalents	\$	3,859
Total assets		131,672
Total debt, including capital leases		67,777
Total liabilities		86,742
Total stockholders' equity		44,930

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Pro Forma as Adjusted  
Capitalization

Our pro forma as adjusted cash, cash equivalents, short-term investments and capitalization as of December 28, 2014 (the end of our second quarter for the fiscal year June 30, 2015), giving effect to this offering, assuming a public offering price of \$5.00 per share, and our use of the estimated proceeds therefrom, would have been as follows (in thousands):

Cash and cash equivalents	\$	3,859
Stockholders' equity		
Common stock, \$0.0005 par value: 250,000,000 shares authorized; 15,088,522 shares issued and 15,080,121 shares outstanding, actual; and 18,088,522 shares issued and 18,080,121 shares outstanding, as adjusted		
	\$	5
Additional paid in capital	\$	27,650
Non-controlling interest	\$	1,110
Total capitalization	\$	111,186



The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, copies may be obtained from Brean Capital, LLC, 1345 Avenue of the Americas, 29th Floor, New York, NY 10105, attention: Matt Picciano, phone: (212) 702-6536 / fax: (212) 702-6649, or by e-mail: [Syndicate@breancapital.com](mailto:Syndicate@breancapital.com); or Imperial Capital, LLC, 277 Park Avenue, 48th Floor, New York, NY 10172, attention: Steve Dearing phone: (212) 351-9433 / fax: (212) 351-9718.

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