

HOLOGIC INC
Form 8-K
October 04, 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 4, 2017

HOLOGIC, INC.

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

(State or Other Jurisdiction of Incorporation)

1-36214
(Commission
File Number)

04-2902449
(I.R.S. Employer
Identification No.)

250 Campus Drive, Marlborough, MA
(Address of Principal Executive Offices)

01752
(Zip Code)

(508) 263-2900

(Registrant's Telephone Number, Including Area Code)

(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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

On October 4, 2017, Hologic, Inc., a Delaware corporation (Hologic or the Company), issued a press release announcing a private offering (the Offering) of \$350 million aggregate principal amount of its senior notes due 2025. Hologic intends to use the net proceeds of the Offering, plus available cash, to repurchase all of its outstanding convertible notes in privately negotiated transactions, through one or more tender offers, by exercise of its redemption rights, through a holder s exercise of its put rights, or by making a cash settlement election upon conversion. The Company s election to redeem or repurchase the convertible notes, and/or make an all cash settlement election on conversion of the convertible notes, will be in the Company s sole discretion, based upon existing market and business conditions at the time of such determination. Pending application of the net proceeds, the Company may use the net proceeds to repay a portion of the outstanding amounts borrowed under its revolver (which the Company intends to re-borrow to make repurchases or cash settlements as described above) and the Company may invest the net proceeds in short-term securities. Net proceeds may also be used for working capital and for other general corporate purposes.

A copy of the press release announcing the Offering and the use of proceeds is attached hereto as Exhibit 99.1 and is incorporated herein in its entirety by reference.

Cautionary Note Regarding Forward-Looking Statements. Except for historical information contained in the press release attached as Exhibit 99.1 hereto, the press release contains forward-looking statements that involve certain risks and uncertainties that could cause actual results to differ materially from those expressed or implied by these statements. Please refer to the cautionary notes in the press release regarding these forward-looking statements.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

**Exhibit
Number**

Description

99.1 Press Release issued by Hologic, Inc. on October 4, 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.

Date: October 4, 2017

HOLOGIC, INC.

By: /s/ Robert W. McMahon
Robert W. McMahon
Chief Financial Officer