

MYERS INDUSTRIES INC  
Form 8-K  
July 23, 2015

**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) July 21, 2015**

**MYERS INDUSTRIES, INC.**

**(Exact name of registrant as specified in its charter)**

**Ohio**  
**(State or other jurisdiction**  
**of incorporation)**

**1-8524**  
**(Commission**  
**File Number)**

**34-0778636**  
**(IRS Employer**  
**Identification Number)**

**1293 South Main Street, Akron, OH**

**44301**

(Address of Principal Executive Offices)

(Zip Code)

Registrant's Telephone Number, including area code (330) 253-5592

(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))

**Item 1.01. Entry into a Material Definitive Agreement.**

On July 21, 2015, Myers Industries, Inc. (the Company) entered into a First Amendment to the Note Purchase Agreement (the Note Purchase Amendment) with the Subsidiary Guarantors identified therein and each of the institutions which is a signatory thereto. The Note Purchase Amendment revises the definition of Change of Control, effective as of November 1, 2014, to require beneficial ownership of 30% of the voting power of the Company in order for a Change of Control to occur.

The foregoing description of the Note Purchase Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Note Purchase Amendment attached to this Form 8-K as Exhibit 10.1 and incorporated herein by reference.

**Item 2.02. Results of Operations and Financial Condition**

On July 23, 2015, the Company issued a press release announcing earnings results for the fiscal quarter ended June 30, 2015. The full text of the press release issued in connection with the announcement is attached as Exhibit 99.1 to this Current Report on Form 8-K. In addition, a copy of the slide materials which will be discussed during the Company's earnings conference call at 10:00 a.m. Eastern Time on July 23, 2015 is attached as Exhibit 99.2 to this Current Report on Form 8-K. Information about the call can be found in the press release attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this report (including the exhibit) is furnished pursuant to Item 2.02. Results of Operations and Financial Condition and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, unless incorporated by specific reference in such filing.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of the Registrant.**

The disclosure in Item 1.01 regarding the Note Purchase Amendment and Exhibit 10.1 of this report are incorporated herein by reference.

**Item 7.01. Regulation FD Disclosure**

See Item 2.02 Results of Operations and Financial Condition above.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

- 99.1 Press Release by the Company regarding earnings results dated July 23, 2015
- 99.2 Earnings Presentation Second Quarter 2015 by the Company dated July 23, 2015
- 10.1 First Amendment to the Note Purchase Agreement among the Subsidiary Guarantors identified therein and each of the institutions which is a signatory thereto, dated July 21, 2015.

**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.

**Myers Industries, Inc.**  
(Registrant)

**DATE July 23, 2015**

**By: /s/ Gregory W. Branning**  
Greggory W. Branning  
Senior Vice President, Chief Financial Officer  
and Corporate Secretary