

Edgar Filing: Knowles Corp - Form 8-K

Knowles Corp  
Form 8-K  
July 07, 2016

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 7, 2016

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

Delaware (State or Other Jurisdiction of Incorporation)	001-36102 (Commission File Number)	90-1002689 (I.R.S. Employer Identification No.)
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1151 Maplewood Drive, Itasca, IL (Address of Principal Executive Offices)	60143 (Zip Code)
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Registrant's telephone number, including area code: (630) 250-5100

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 2.01  
Completion  
of  
Acquisition  
or Disposition  
of Assets.

On July 7,  
2016  
Knowles  
Corporation  
("Knowles")  
completed the  
previously  
announced  
sale of its  
mobile  
consumer  
electronics  
speaker and  
receiver  
product line  
("speaker and  
receiver  
product line")  
to Shanghai  
Xu Ao  
Limited  
Partnership,  
an affiliate of  
Loyal Valley  
Innovation  
Capital  
Limited,  
("Buyer") in  
consideration  
for \$45.0  
million in  
cash, less  
estimated  
purchase  
price  
adjustments,  
pursuant to  
the terms of  
the Equity  
Transfer  
Agreement,

dated May 11, 2016 by and between a Knowles subsidiary and Buyer. The pro forma financial information required by Item 9.01(b) of Form 8-K is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(b) Pro Forma Financial Information.

Unaudited condensed pro forma consolidated balance sheet as of March 31, 2016 and unaudited condensed pro forma consolidated statements of earnings for the three months ended March 31, 2016 and the years ended December 31, 2015, December 31, 2014 and December 31, 2013 are filed as Exhibit 99.1 and incorporated by reference herein.

(d) Exhibits.

The following exhibit is furnished as part of this report:

Exhibit Number	Description
99.1	Pro Forma Financial Information.

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.

KNOWLES CORPORATION

Date: July 7, 2016 By: /s/ Thomas G. Jackson  
Thomas G. Jackson  
Senior Vice President, General Counsel & Secretary

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EXHIBIT INDEX

Exhibit Number	Description
99.1	Pro Forma Financial Information.