CHIPMOS TECHNOLOGIES BERMUDA LTD
Form 6-K
August 12, 2016

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER**

**PURSUANT TO RULE 13a-16 OR 15d-16 OF**

**THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of August, 2016**

**ChipMOS TECHNOLOGIES (Bermuda) LTD.**

**(Translation of Registrant s Name Into English)**

**No. 1, R&D Rd. 1, Hsinchu Science Park**

**Hsinchu, Taiwan**

**Republic of China**

**(Address of Principal Executive Offices)**

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

Form 20-F x Form 40-F ¨

(Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes ¨ No x

(If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- .)

**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, thereunto duly authorized.

ChipMOS TECHNOLOGIES (Bermuda) LTD.
(Registrant)

Date: August 12, 2016

By /S/ S. J. Cheng
Name: S. J. Cheng
Title: Chairman & Chief Executive Officer

**Contacts:**


| In Taiwan | In the U.S. |
|---|---|
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**UPDATE: MERGER APPROVED BY SHAREHOLDERS OF ChipMOS AND ChipMOS TAIWAN**

**Hsinchu, Taiwan, August 12, 2016** - ChipMOS TECHNOLOGIES (Bermuda) LTD. ( ChipMOS or the Company ) (Nasdaq: IMOS), an industry leading provider of outsourced semiconductor assembly and test services ( OSAT ), today announced that its shareholders have approved the merger (the Merger ) of ChipMOS with and into ChipMOS TECHNOLOGIES INC. ( ChipMOS Taiwan , Taiwan Stock Exchange: 8150), a company limited by shares incorporated under the laws of the Republic of China and a 58.3% directly owned subsidiary of ChipMOS as of January 21, 2016, with ChipMOS Taiwan being the surviving company after the Merger at ChipMOS s annual general meeting of shareholders (the Annual General Meeting ) held today. It was announced that 83.41% of the outstanding shares ChipMOS were voted in favor of the Merger (1.03% of the outstanding shares of ChipMOS were voted against the Merger, 0.44% abstained, and 15.12% did not vote). In addition, 83.66% of the outstanding shares ChipMOS Taiwan were voted in favor of the Merger at the ChipMOS Taiwan Extraordinary General Meeting, which was also held today (0.0% of the outstanding shares of ChipMOS were voted against the Merger, 5.84% abstained, and 10.50% did not vote). Both ChipMOS and ChipMOS Taiwan expect to close the Merger by October 31, 2016.

In connection with the Merger, the Annual General Meeting has also approved (i) the Agreement and Plan of Merger dated January 21, 2016 (the Merger Agreement ) by and between ChipMOS and ChipMOS Taiwan and the transactions contemplated therein, (ii) the statutory merger agreement between ChipMOS and ChipMOS Taiwan (the Bermuda Merger Agreement ) and the transactions contemplated therein and (iii) ChipMOS s adoption of the Merger Agreement and the Bermuda Merger Agreement, and has authorized any one or more of the directors of ChipMOS to execute and deliver documents on his behalf and on behalf of ChipMOS in connection with, and to do all things necessary to give effect to, the Merger, the Merger Agreement, the Bermuda Merger Agreement and the matters contemplated thereby.

All other proposals at the Annual General Meeting were approved by the ChipMOS shareholders, including the re-election to the Board of Directors of ChipMOS (the Board ) of Messrs. John Yee Woon Seto, Chao-Jung Tsai and Rong Hsu, as directors for three-year terms; and the re-appointment of PricewaterhouseCoopers, Taiwan, as the independent auditors of ChipMOS, to hold office until the close of the next annual general meeting, and the authorization of the Board to determine their remuneration.

Under the Merger Agreement, ChipMOS s shareholders will receive US$3.71 in cash, without interest, and 0.9355 American Depository Shares ( ADS and each ADS representing 20 new common shares, par value of NT$10 each, to be issued by ChipMOS Taiwan ( ChipMOS Taiwan Shares )) representing 18.71 ChipMOS Taiwan Shares in exchange for each ChipMOS common share of par value US$0.04 held immediately prior to the closing of the Merger. This would represent US$22.30 in total consideration as of August 11, 2016 and a premium of 16.5%, based on the average closing prices of ChipMOS and ChipMOS Taiwan on the Nasdaq and the Taiwan Stock Exchange on August 11, 2016 and an exchange rate of NT$31.3 to US$1.0. On closing of the Merger, all common shares of ChipMOS and ChipMOS Taiwan Shares currently held by ChipMOS will be cancelled.

S.J. Cheng, Chairman and Chief Executive Officer of ChipMOS and ChipMOS Taiwan, commented, Today s overwhelmingly positive vote is a strong endorsement of the strategic rationale and potential cost savings to the Company. We are very excited to be near the end of our multi-year corporate streamlining process. We will now work to secure the two approvals required in Taiwan, as we have already received necessary approvals by the U.S. Securities and Exchange Commission and Bermuda authorities. Our goal is to now finalize the merger on an accelerated schedule by October 31, 2016. Importantly, we will be moving forward as a unified, more efficient company with diverse and compelling near and longer term growth opportunities.

**About ChipMOS TECHNOLOGIES (Bermuda) LTD.:**

ChipMOS TECHNOLOGIES (Bermuda) LTD. ( ChipMOS or the Company ) (NASDAQ: IMOS) (http://www.chipmos.com) is an industry leading provider of semiconductor assembly and test services. With advanced facilities in Hsinchu Science Park, Hsinchu Industrial Park and Southern Taiwan Science Park in Taiwan and Qinpu Industrial Zone in Shanghai, ChipMOS and its subsidiaries provide assembly and test services to a broad range of customers, including leading fabless semiconductor companies, integrated device manufacturers and independent semiconductor foundries. The Company s majority-owned subsidiary, ChipMOS Taiwan, is listed on the Taiwan Stock Exchange under Stock Ticker 8150.

**Forward-Looking Statements**

*Certain statements contained in this announcement may be viewed as forward-looking statements within the meaning of Section 27A of the U.S. Securities Act of 1933, as amended, and Section 21E of the U.S. Securities Exchange Act of 1934, as amended. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual performance, financial condition or results of operations of the Company to be materially different from any future performance, financial condition or results of operations implied by such forward-looking statements. Further information regarding these risks, uncertainties and other factors is included in the Company s most recent Annual Report on Form 20-F filed with the U.S. Securities and Exchange Commission (the SEC ) and in the Company s other filings with the SEC, including the Schedule 13E-3 transaction statement and the proxy statement filed by the Company.*