

FOX FACTORY HOLDING CORP

Form 8-K

December 01, 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

December 1, 2017

Date of Report (date of earliest event reported)

Fox Factory Holding Corp.

(Exact name of registrant as specified in its charter)

Delaware

001-36040

26-1647258

(State or other jurisdiction of  
incorporation or organization)

(Commission File Number)

(IRS Employer  
Identification Number)

915 Disc Drive

Scotts Valley, California 95066

(Address of principal executive offices) (Zip Code)

(831) 274-6500

(Registrant's telephone number, including area code)

N/A

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

Emerging growth company  x

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.  x

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Item 8.01 Other Events.

On December 1, 2017, Fox Factory Holding Corp. (NASDAQ: FOXF) ("FOX") announced that, through certain of its subsidiaries, it has acquired 80% of the business of Flagship, Inc. d/b/a Tuscany. Tuscany is a designer, manufacturer and distributor of premium aftermarket powered vehicle performance packages. In connection with such acquisition FOXF amended the Second Amended and Restated Credit Agreement, by and among FOXF, Fox Factory, Inc. and ST USA Holding Corp., the lenders party thereto, and SunTrust Bank, as Administrative Agent, to provide certain technical amendments to permit the acquisition transactions and related documentation. A copy of Fox's press release is attached hereto as Exhibit 99.1, and is incorporated by reference herein.

The information contained in this Current Report shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following exhibit are furnished herewith:

| Exhibit Number | Description   |
|----------------|---|
| 99.1           | Copy of press release issued by Fox Factory Holding Corp. on December 1, 2017 |

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**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.

Fox Factory Holding Corp.

Date: December 1, 2017 By: /s/ ZVI GLASMAN

Zvi Glasman  
Chief Financial Officer and Treasurer