

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

EXHIBIT INDEX

Exhibit Number	Description
99.1	Pro Forma Financial Information.