

VARIAN MEDICAL SYSTEMS INC
Form 8-K
June 14, 2018

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) **June 14, 2018**

VARIAN MEDICAL SYSTEMS, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware	1-7598	94-2359345
(State or Other Jurisdiction (Commission File (IRS Employer		
of Incorporation)	Number)	Identification No.)

3100 Hansen Way, Palo Alto, CA	94304-1030
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code **(650) 493-4000**

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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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 (see General Instruction A.2. below):

☐ 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 ☐

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.

☐

Item 1.02 Termination of a Material Definitive Agreement

On June 14, 2018, Varian Medical Systems, Inc. (the “**Company**”) received notification from Sirtex Medical Limited (“**Sirtex**”) that the Sirtex board had determined that a proposal from CDH Investments and China Grand Pharmaceutical and Healthcare Holdings Limited was a Superior Proposal as defined in the Scheme Implementation Deed, dated January 30, 2018, between Sirtex and the Company (the “**Varian Scheme**”) and that consequently Sirtex had terminated the Varian Scheme. Upon termination of the Varian Scheme, Sirtex is required to pay the Company a reimbursement fee of approximately A\$16 million (approximately US\$ 12 million).

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The
following
exhibit is being
furnished, and
is not deemed to
be filed:

99.1 Press Release dated June 14, 2018 entitled “Varian Provides Update on Proposed Sirtex Acquisition”.

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.

Varian Medical Systems, Inc.

By: /s/ John W. Kuo

Name: John W. Kuo

Title: Senior Vice President, General Counsel and
Corporate Secretary

Dated: June 14, 2018