

HOLOGIC INC
Form 8-K
January 16, 2018

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) January 16, 2018

HOLOGIC, INC.

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

(State or Other Jurisdiction of Incorporation)

1-36214
(Commission
File Number)

04-2902449
(I.R.S. Employer
Identification No.)

250 Campus Drive, Marlborough, MA
(Address of Principal Executive Offices)

(508) 263-2900

01752
(Zip Code)

(Registrant's Telephone Number, Including Area Code)

(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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 8.01. Other Events.

On January 16, 2018, Hologic, Inc. (Hologic or the Company) issued a press release announcing a private offering (the Offering) of \$1 billion aggregate principal amount of senior notes, to be allocated between additional 4.375% senior notes due 2025 (the Additional 2025 Notes) and new senior notes due 2028 the (New 2028 Notes). The Additional 2025 Notes will be issued as additional notes under the indenture governing the Company s 4.375% senior notes due 2025 dated October 10, 2017. The New 2028 Notes will be issued pursuant to a new indenture to be executed as of the closing of the Offering. The Additional 2025 Notes and the New 2028 Notes will be unsecured obligations of the Company and will be guaranteed by certain subsidiaries. Hologic intends to use the net proceeds of the Offering, plus available cash, including proceeds under its senior secured revolving credit facility, to redeem its outstanding 5.250% senior notes Due 2022 in the aggregate original principal amount of \$1.0 billion (the 2022 Notes).

Hologic will redeem the 2022 Notes on February 15, 2018 (the Redemption Date), subject to its completion of the Offering and the receipt of the proceeds thereof (the Redemption), for an aggregate redemption price equal to the principal amount thereof, plus the applicable premium and accrued and unpaid interest thereon through the day immediately preceding the Redemption Date.

A copy of the press release announcing the Offering, the use of proceeds and the Redemption is attached hereto as Exhibit 99.1 and is incorporated herein in its entirety by reference.

Cautionary Note Regarding Forward-Looking Statements. Except for historical information contained in the press release attached as Exhibit 99.1 hereto, the press release contains forward-looking statements that involve certain risks and uncertainties that could cause actual results to differ materially from those expressed or implied by these statements. Please refer to the cautionary notes in the press release regarding these forward-looking statements.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|----------------|---|
| 99.1 | <u>Press Release issued by Hologic, Inc. on January 16, 2018.</u> |

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.

HOLOGIC, INC.

Date: January 16, 2018

By: /s/ Robert W. McMahon
Robert W. McMahon

Chief Financial Officer