

MESA LABORATORIES INC /CO
Form 8-K
November 07, 2013

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

November 6, 2013

Date of Report (Date of earliest event reported)

MESA LABORATORIES, INC.

(Exact name of registrant as specified in its charter)

Commission File Number: **0-11740**

COLORADO

(State or other jurisdiction of
incorporation)

84-0872291

(I.R.S. Employer
Identification No.)

12100 WEST SIXTH AVENUE,

LAKEWOOD, COLORADO

(Address of principal executive offices)

80228

(Zip Code)

Registrant's telephone number, including area code: **(303) 987-8000**

Not Applicable

(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 (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))
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ITEM 8.01 OTHER EVENTS

On November 6, 2013, Mesa Laboratories, Inc. (the Company) entered into and closed an asset acquisition agreement (the Agreement) with Amega Scientific Corporation (Amega) whereby it acquired substantially all of the assets and certain liabilities of Amega's business which provides continuous monitoring systems to regulated industries. The purchase price for the acquired assets was \$12,268,000, consisting of a cash payment of \$11,268,000 at closing and a \$1,000,000 holdback amount that is required to be settled no later than November 6, 2014, pursuant to the terms of the Agreement. In addition, the Agreement provides for contingent consideration of up to \$10,000,000 based on the cumulative three year revenues of the Company's continuous monitoring business.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits:

99.1 Press release dated November 6, 2013.

99.2 Asset Acquisition Agreement by and between Mesa Laboratories, Inc., Amega Scientific Corporation and the sole shareholder of Amega Scientific Corporation dated as of November 6, 2013.

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.

DATE: November 7, 2013

Mesa Laboratories, Inc.
(Registrant)

/s/ John J. Sullivan
BY: John J. Sullivan,
President and Chief Executive Officer