

NORTHWEST PIPE CO
Form 8-K
August 01, 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): July 27, 2018

NORTHWEST PIPE COMPANY

(Exact name of registrant as specified in its charter)

| | | |
|--|---|---|
| OREGON (State or other jurisdiction of incorporation) | 0-27140 (Commission File Number) | 93-0557988 (IRS Employer Identification No.) |
|--|---|---|

201 NE Park Plaza Drive, Suite 100

Vancouver, WA 98684

(360) 397-6250

(Address, including zip code, and telephone number, including

area code, of registrant's principal executive offices)

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

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 2.01. COMPLETION
OF
ACQUISITION
OR
DISPOSITION
OF ASSETS

On July 27, 2018, Northwest Pipe Company (the “Company”) and Ameron International Corporation, a Delaware corporation (“Seller”) entered into a Membership Interest Purchase Agreement (the “Purchase Agreement”) pursuant to which the Company agreed to purchase from Seller all of the issued and outstanding membership interests of Ameron Water Transmission Group, LLC, a Delaware limited liability company (the “Acquisition”). The Purchase Agreement includes customary representations,

warranties, covenants and agreements by the parties, including mutual indemnification obligations. The Acquisition was completed on July 27, 2018. The purchase price was approximately \$38.3 million, subject to a post-closing adjustment based on changes in net working capital.

The foregoing description of the Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Purchase Agreement, which is attached hereto as Exhibit 2.1 and is incorporated by reference herein.

On July 30, 2018, the Company issued a press release announcing the Acquisition. A copy of the press release is

attached hereto
as Exhibit 99.1
and is
incorporated by
reference herein.

FINANCIAL
Item 9.01. STATEMENTS
AND EXHIBITS

(a) Financial
statements of
businesses
acquired

The audited
consolidated
financial
statements
required to be
filed under
Item 9.01(a) of
this Current
Report on
Form 8-K will be
filed by
amendment to
this Current
Report on
Form 8-K no
later than
71 days after the
date on which
this Current
Report on
Form 8-K is
required to be
filed.

(b) Pro forma
financial
information

The pro forma
financial
information
required to be
filed under
Item 9.01(b) of
this Current
Report on

Form 8-K will be filed by amendment to this Current Report on Form 8-K no later than 71 days after the date on which this Current Report on Form 8-K is required to be filed.

(d) Exhibits

| Exhibit Number | Description |
|----------------|---|
| 2.1 | <u>Membership Interest Purchase Agreement dated as of July 27, 2018 by and between Northwest Pipe Company and Ameron International Corporation*</u> |
| 99.1 | <u>Press Release issued by Northwest Pipe Company dated July 30, 2018</u> |

*Schedules and similar attachments to the Purchase Agreement have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Registrant will furnish supplementally a copy of any omitted schedule or similar attachment to the Securities and Exchange Commission request.

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 on August 1, 2018.

NORTHWEST PIPE COMPANY
(Registrant)

By /s/ Robin Gantt
Robin Gantt,
Senior Vice President, Chief Financial Officer and
Corporate Secretary