

Edgar Filing: VALMONT INDUSTRIES INC - Form FWP

VALMONT INDUSTRIES INC  
Form FWP  
June 08, 2018

Free Writing Prospectus filed pursuant to Rule 433  
Relating to the Preliminary Prospectus Supplement  
dated June 8, 2018 to the Prospectus dated  
May 15, 2018. Registration Statement  
No. 333-224935

**Valmont Industries, Inc.**

**\$200,000,000 5.000% Senior Notes due 2044**  
**\$55,000,000 5.250% Senior Notes due 2054**

|                                    |  |   |
|------------------------------------|--|---|
| Issuer:                            | Valmont Industries, Inc.   |   |
| Guarantees:                        | The Notes will be fully and unconditionally guaranteed by the guarantors, which consist of the same subsidiaries that guarantee the Issuer's revolving credit facility. The Notes will cease to be guaranteed by a subsidiary if such subsidiary is released from its guarantees of the Issuer's other indebtedness and such other guarantees have been released other than through discharges as a result of payment by such subsidiary on such guarantees. |   |
| Type:                              | SEC Registered   |   |
| Expected Ratings*<br>(Moody's/S&P) | Baa3/BBB+  |   |
| Pricing Date:                      | June 8, 2018   |   |
| Settlement Date:                   | June 19, 2018 (T + 7)  |   |
| Principal Amount:                  | \$200,000,000 reopening for a total amount of US\$450,000,000  | \$55,000,000 reopening for a total amount of US\$305,000,000    |
| Maturity:                          | October 1, 2044  | October 1, 2054   |
| Benchmark:                         | 3.000% due February 15, 2048   | 3.000% due February 15, 2048                                    |
| Benchmark Yield:                   | 3.076%   | 3.076%  |
| Re-Offer Spread to Benchmark:      | T + 239.2 bps  | T + 270 bps   |
| Coupon:                            | 5.000%   | 5.250%  |
| Price to Public:                   | 93.510% plus an aggregate of US\$2,166,666.67 of accrued interest  | 92.038% plus an aggregate of US\$625,625.00 of accrued interest |

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|                         |   |   |
|-------------------------|---|---|
| Yield to Maturity:      | 5.468%  | 5.776%  |
| Interest Payment Dates: | April 1 and October 1, commencing October 1, 2018. Initial interest payment to include interest from, and including, April 1, 2018  | April 1 and October 1, commencing October 1, 2018. Initial interest payment to include interest from, and including, April 1, 2018  |
| Make-whole Call:        | Callable at any time prior to April 1, 2044 (six months prior to the maturity date) at the greater of par and the make-whole redemption price (Treasury plus 30 basis points) | Callable at any time prior to April 1, 2054 (six months prior to the maturity date) at the greater of par and the make-whole redemption price (Treasury plus 35 basis points) |
| Par Call:               | On or after April 1, 2044   | On or after April 1, 2054   |
| CUSIP/ISIN:             | 920253AF8 / US920253AF89  | 920253AE1 / US920253AE15  |
| Use of Proceeds:        | The net proceeds will be used for general corporate purposes, including to finance the redemption of a portion or all of the outstanding 6.625% Senior Notes due 2020         |   |

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Joint Book-Running Managers: J.P. Morgan Securities LLC  
Goldman Sachs & Co. LLC  
Merrill Lynch, Pierce, Fenner & Smith  
Incorporated

Senior Co-Managers: U.S. Bancorp Investments, Inc.  
Wells Fargo Securities, LLC

Co-Managers: ANZ Securities, Inc.  
Citigroup Global Markets Inc.  
Rabo Securities USA, Inc.

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**\*Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

**We expect that delivery of the notes will be made against payment therefor on or about June 19, 2018, which is the seventh business day following the date of the pricing of the notes. Pursuant to Rule 15c6-1 under the Exchange Act, trades in the secondary market are required to settle in two business days unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the notes more than two business days prior to the scheduled settlement date will be required, by virtue of the fact that the notes will initially settle in T+7, to specify an alternative settlement arrangement at the time of any such trade to prevent a failed settlement. Purchasers of the notes who wish to trade the notes prior to their date of delivery should consult their own advisors.**

**The issuer has filed a registration statement (including a preliminary prospectus supplement and an accompanying prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC, including the preliminary prospectus supplement, for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the preliminary prospectus supplement and the accompanying prospectus if you request it by calling J.P. Morgan Securities LLC (1-212-834-4533).**