

PREFORMED LINE PRODUCTS CO

Form 8-K

December 14, 2017

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): December 13, 2017

Preformed Line Products Company

(Exact name of Registrant as Specified in Its Charter)

| | | |
|--|---|---|
| Ohio (State or Other Jurisdiction of Incorporation) | 0-31164 (Commission File Number) | 34-0676895 (IRS Employer Identification No.) |
| 660 Beta Drive, Mayfield Village, OH (Address of Principal Executive Offices) | | 44143 (Zip Code) |

Registrant's Telephone Number, Including Area Code: (440) 461-5200

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 Instructions 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 1.01

Entry into a Material Definitive Agreement.

Shares Purchase Agreements

On December 13, 2017, Preformed Line Products Company (the “Company”), upon the approval of the Audit Committee of the Board of Directors, purchased 15,000 Common Shares of the Company from a trust for the benefit of Barbara P. Ruhlman, of which Robert G. Ruhlman and Randall M. Ruhlman act as co-trust advisors with respect to the investment and voting of the Company’s shares held by the trust, at a price per share of \$78.68. Barbara P. Ruhlman is Director Emeritus of the Company’s Board of Directors, and the mother of Robert G. Ruhlman and Randall M. Ruhlman and grandmother of J. Ryan Ruhlman and Maegan A. Ruhlman, of which Robert G. Ruhlman, J. Ryan Ruhlman and Maegan A. Ruhlman are members of the Board of Directors. Robert G. Ruhlman is Chairman, President and Chief Executive Officer of the Company, and J. Ryan Ruhlman is Vice President – Marketing and Business Development. The purchase was consummated pursuant to a Shares Purchase Agreement dated December 13, 2017, between the Company and the trust to facilitate administration of the trust. A copy of the Shares Purchase Agreement is attached hereto as Exhibit 10.1.

In November and December 2017, the Company also repurchased an aggregate of 43,074 shares, upon the approval of the Audit Committee, from certain executive officers, directors and a significant shareholder of the Company.

On December 13, 2017, the Board of Directors updated the Company’s repurchase program for its Common Shares approved in February 2016 to increase the program to a total of 250,000 shares available for repurchase as of December 13, 2017 with no expiration date.

ITEM 7.01

Regulation FD Disclosure.

The information set forth under Item 1.01 is incorporated by reference herein.

ITEM 9.01

Financial Statements and Exhibits

Exhibit No. Description

10.1 Shares Purchase Agreement, Trust

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.

Preformed Line Products Company

Dated: December 14, 2017 By: /s/ Caroline Vaccariello
Caroline Vaccariello
General Counsel and Corporate Secretary

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|----------------------------------|
| 10.1 | Shares Purchase Agreement, Trust |