

STANDEX INTERNATIONAL CORP/DE/
Form 8-K
June 23, 2014

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): June 20, 2014

STANDEX INTERNATIONAL CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|---|-------------------------------------|---|
| Delaware (State or other jurisdiction of | 1-7233 (Commission | 31-0596149 (IRS Employer |
| incorporation or | File Number) | Identification No.) |
| organization) | | |
| 11 Keewaydin Drive, Salem, New Hampshire | | 03079 |
| (Address of principal executive offices) | | (Zip Code) |

Registrant's telephone number, including area code: (603) 893-9701

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))

Standex International Corporation

SECTION 1

Item 1.01 Entry into a Material Definitive Agreement.

On June 20 2014, Standex International Corporation, a Delaware corporation (Standex) and the shareholders of Ultrafryer Systems, Inc., a Georgia corporation, (Ultrafryer) simultaneously entered into and consummated a Stock Purchase Agreement pursuant to which Standex acquired all of the outstanding stock of Ultrafryer (the Agreement). Pursuant to the Agreement, Standex has paid approximately \$20 million in cash for the aggregate outstanding shares of Ultrafryer. The Purchase Price is subject to a post-closing adjustment tied to the level of working capital of the business at the time of the closing. Ultrafryer produces commercial deep fryers for restaurant and commercial installations.

The Agreement contains customary representations, warranties, indemnities and covenants for stock purchase agreements, made by both parties. The parties have also entered into certain ancillary agreements including an escrow agreement and employment/consulting agreement which include non-competition covenants.

A copy of the June 23, 2014 press release related to the transaction is attached hereto as Exhibit 99.1.

SECTION 8

Item 8.01 Other Events.

On June 23, 2014, the Company issued a Press Release announcing the simultaneous execution of the Agreement and consummation of the acquisition of Ultrafryer referenced in Item 1.01 above. A copy of the Press release is filed as Exhibit 99 to this Current Report on Form 8-K and is incorporated herein by reference.

SECTION 9

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit 99.1

Press Release of the Company dated June 23, 2014, announcing the acquisition of Ultrafryer.

FORWARD-LOOKING STATEMENTS

This current report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Act of 1995 (the Act) that are intended to come within the safe harbor protection provided by the Act. By their nature, all forward-looking statements involve risks and uncertainties, and actual outcomes may differ materially from those contemplated by the forward-looking

statements. Several factors that could materially affect the acquisition of the Ultrafryer business include variations from the Company's estimates in the actual financial impact of the acquisition, including the condition of the Ultrafryer business after the sale, which may depend upon, among other things, general economic conditions, the cost and availability of raw materials and the degree of success in the integration of Ultrafryer with the Standex Food Service Equipment businesses of the Company. Factors that could materially affect the Company's actual results are identified in the note regarding forward-looking statements which is contained in the press release attached as Exhibit 99, as well as in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2013 and subsequent periodic reports filed by the Company with the Securities and Exchange Commission.

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 thereunto duly authorized.

STANDEX INTERNATIONAL CORPORATION

(Registrant)

/s/ Thomas DeByle

Thomas DeByle

Chief Financial Officer

Date: June 23, 2014

Signing on behalf of the registrant and as
principal financial officer