

INSULET CORP
Form 8-K
May 07, 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): May 7, 2018

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

| | | |
|---|-----------------------|--------------------------------------|
| Delaware | 001-33462 | 04-3523891 |
| (State or Other Jurisdiction of Incorporation) | (Commission File No.) | (IRS Employer Identification No.) |

600 Technology Park Drive, Suite 200
Billerica, Massachusetts 01821
(Address of Principal Executive Offices, including Zip Code)

Registrant's telephone number, including area code: (978) 600-7000

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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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.

On May 7, 2018, Insulet Corporation (the “Company”) entered into Amendment No. 3 (the “Amendment”) to the Company’s Shareholder Rights Agreement, originally dated as of November 18, 2008, as amended, between the Company and Computershare Trust Company, N.A., as rights agent (as amended, the “Rights Agreement”).

The Amendment accelerates the expiration of the Company’s Series A Junior Participating Cumulative Preferred Stock purchase rights (the “Rights”) from 5:00 p.m. (New York City time) on November 15, 2018 to 5:00 p.m. (New York City time) on May 7, 2018, and has the effect of terminating the Rights Agreement as of the date hereof. In connection with the termination of the Rights Agreement, all of the Rights distributed to holders of the Company’s common stock pursuant to the Rights Agreement expired on the date hereof.

The foregoing is a summary of the terms of the Amendment. The summary does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is attached as Exhibit 4.1 and incorporated herein by reference.

Item 1.02 – Termination of a Material Definitive Agreement.

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

Item 3.03 – Material Modification to Rights of Security Holders.

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

Item 5.03 – Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

In connection with the adoption of the Rights Agreement, on November 20, 2008, the Company filed a Certificate of Designations, Preferences and Rights with the Secretary of State of the State of Delaware setting forth the rights, powers and preferences of the Series A Junior Participating Cumulative Preferred Stock issuable upon exercise of the Rights (the “Series A Preferred Stock”).

In connection with the expiration of the Rights and the termination of the Rights Agreement, the Company filed a Certificate of Elimination (the “Certificate of Elimination”) with the Secretary of State of the State of Delaware on May 7, 2018 eliminating the Series A Preferred Stock and returning it to authorized but undesignated shares of the Company’s preferred stock.

The foregoing is a summary of the terms of the Certificate of Elimination. The summary does not purport to be complete and is qualified in its entirety by reference to the Certificate of Elimination, a copy of which is attached as Exhibit 3.1 and incorporated herein by reference.

Item 9.01 – Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|-------------------|-------------|
|-------------------|-------------|

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|------------|---|
| <u>3.1</u> | <u>Certificate of Elimination of Series A Junior Participating Cumulative Preferred Stock of Insulet Corporation.</u> |
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| <u>4.1</u> | <u>Amendment No. 3 to Shareholder Rights Agreement, dated May 7, 2018.</u> |
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this Current Report to be signed on its behalf by the undersigned thereunto duly authorized.

INSULET CORPORATION

May 7, 2018 By: /s/ Michael L. Levitz

Name: Michael L. Levitz

Title: Chief Financial Officer