

Platform Specialty Products Corp  
Form S-3  
June 17, 2015  
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As filed with the Securities and Exchange Commission on June 17, 2015

**Registration No. 333-**

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**FORM S-3**  
**REGISTRATION STATEMENT UNDER**  
**THE SECURITIES ACT OF 1933**  
**Platform Specialty Products Corporation**  
*(Exact name of registrant as specified in its charter)*

<b>Delaware</b> <i>(State or other jurisdiction of incorporation or organization)</i>	<b>2890</b> <i>(Primary Standard Industrial Classification Code Number)</i> <b>1450 Centrepark Boulevard, Suite 210</b>	<b>37-1744899</b> <i>(I.R.S. Employer Identification Number)</i>
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**West Palm Beach, FL 33401**

**(561) 207-9600**

*(Address, Including Zip Code and Telephone Number,  
Including Area Code, of Registrant's Principal Executive Offices)*

**Frank J. Monteiro**  
**Chief Financial Officer**

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**1450 Centrepark Boulevard, Suite 210**

**West Palm Beach, FL 33401**

**(561) 207-9600**

*(Name, Address, Including Zip Code and Telephone Number,*

*Including Area Code, of Agent for Service)*

***With a Copy to:***

**Donn A. Beloff, Esq.**

**Peter M. Labonski, Esq.**

**Flora R. Perez, Esq.**

**Keith L. Halverstam, Esq.**

**Greenberg Traurig, P.A.**

**Latham & Watkins LLP**

**401 East Las Olas Boulevard, Suite 2000**

**885 Third Avenue**

**Fort Lauderdale, FL 33301**

**New York, NY 10022**

**(954) 765-0500**

**(212) 906-1200**

**Approximate date of commencement of proposed sale to the public:** From time to time on or after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. "

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting

company in Rule 12b-2 of the Securities Exchange Act of 1934, as amended.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer (Do not check if a smaller reporting company)  Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Proposed Maximum Aggregate Offering Price(1)(2)</b>	<b>Amount of Registration Fee(2)</b>
Common stock, par value \$0.01 per share	\$402,500,000	\$46,770.50

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended.

(2) Includes shares of common stock that the underwriters have the option to purchase to cover over-allotments, if any.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to such Section 8(a), may determine.**

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The information in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED JUNE 17, 2015

**PRELIMINARY PROSPECTUS**

\$350,000,000

**Platform Specialty Products Corporation**

Common Stock

We are offering up to \_\_\_\_\_ shares of our common stock (the "Shares").

Our shares of common stock are listed on the New York Stock Exchange (the "NYSE") under the ticker symbol PAH. The closing sale price on the NYSE for our shares of common stock on June 15, 2015 was \$27.50 per share.

**Investing in our common stock involves risks. See Risk Factors beginning on page 14.**

**Neither the Securities and Exchange Commission (the "SEC") nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

	<b>Per Share</b>	<b>Total</b>
Public offering price	\$	\$
Underwriting discounts and commissions(1)	\$	\$
Proceeds to us, before expenses	\$	\$

(1) We refer you to "Underwriting" beginning on page 36 of this prospectus for additional information regarding underwriting compensation.

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To the extent the underwriters sell more than \_\_\_\_\_ Shares, the underwriters have the option to purchase up to an additional \_\_\_\_\_ shares at the public offering price, less the underwriting discounts and commissions, within 30 days of the date of this prospectus.

The underwriters expect to deliver the Shares against payment on or about \_\_\_\_\_, 2015.

**Credit Suisse**

**Barclays**

**UBS Investment Bank**

**Citigroup**

The date of this prospectus is \_\_\_\_\_, 2015.

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**ABOUT THIS PROSPECTUS**

No person has been authorized to give any information or make any representation concerning us, the underwriters or the Shares to be offered hereunder (other than as contained or incorporated by reference in this prospectus) and, if any such other information or representation is given or made, you should not rely on it as having been authorized by us or the underwriters. You should not assume that the information contained in this prospectus is accurate as of any date other than the date on the front cover of this prospectus or as otherwise set forth in this prospectus, or that the information contained in any document incorporated by reference is accurate as of any date other than the date of such document, regardless of the time of delivery of this prospectus or any sale of any Shares.

We and the underwriters are offering the Shares only in jurisdictions where such issuances are permitted. The distribution of this prospectus and the sale of the Shares in certain jurisdictions may be restricted by law. Persons outside the United States who come into possession of this prospectus must inform themselves about, and observe any restrictions relating to, the distribution of this prospectus and the sale of the Shares outside the United States. This prospectus does not constitute, and may not be used in connection with, an offer to sell, or a solicitation of an offer to buy, the Shares by any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation.

As used in this prospectus, unless the context otherwise requires, all references to we, us, our, the Company and Platform refer to Platform Specialty Products Corporation, a Delaware corporation, and its subsidiaries, collectively, for all periods subsequent to April 23, 2013 (inception).

All references in this prospectus to our Predecessor refer to MacDermid, Incorporated, a Connecticut corporation ( MacDermid ) and its subsidiaries for all periods prior to our acquisition of MacDermid on October 31, 2013 (the MacDermid Acquisition ). As used in this prospectus, Successor 2015 Three-Month Period refers to the period from January 1, 2015 to March 31, 2015, Successor 2014 Period refers to the fiscal year ended December 31, 2014, Successor 2014 Three-Month Period refers to the period from January 1, 2014 to March 31, 2014, Successor 2013 Period refers to the period from April 23, 2013 (inception) through December 31, 2013, Predecessor 2013 Period refers to the ten-month period from January 1, 2013 through October 31, 2013 and Predecessor 2012 Period refers to MacDermid s fiscal year ended December 31, 2012.

All references in this prospectus to the Agriphar Acquisition refer to our acquisition of Percival S.A., including Percival S.A. s agrochemical business, Agriphar, on October 1, 2014.

All references in this prospectus to the CAS Acquisition refer to our acquisition of the Chemtura AgroSolutions business ( CAS ) of Chemtura Corporation ( Chemtura ) on November 3, 2014.

All references in this prospectus to Arysta LifeScience or Arysta refer to Arysta LifeScience Limited. All references in this prospectus to Arysta Corporation refer to Arysta s wholly-owned Japanese subsidiary. All references in this prospectus to the Arysta Acquisition refer to our acquisition of Arysta LifeScience on February 13, 2015.

All references in this prospectus to the Prior Acquisitions refer to the Agriphar Acquisition, the CAS Acquisition and the Arysta Acquisition, collectively.

All references in this prospectus to our common stock refer to the common stock of Platform, par value \$0.01 per share.



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### **Trademarks and Trade Names**

This prospectus contains or incorporates by reference some of our trademarks and trade names. All other trademarks or trade names of any other company appearing or incorporated by reference in this prospectus belong to their respective owners. Solely for convenience, the trademarks and trade names in this prospectus may be referred to without the ® and symbols, but such references should not be construed as any indicator that their respective owners will not assert, to the fullest extent under applicable law, their rights thereto.

### **Industry and Market Data**

We obtained the industry, market and competitive position data described or referred to throughout this prospectus from our own internal estimates and research, as well as from industry and general publications and research, surveys and studies conducted by third parties. While we believe our internal estimates and research are reliable and the market definitions are appropriate, such estimates, research and definitions have not been verified by any independent source. We caution you not to place undue reliance on this data.

### **Non-GAAP Financial Measures**

The SEC has adopted rules to regulate the use of non-GAAP financial measures that are derived on the basis of methodologies other than in accordance with U.S. generally accepted accounting principles ( GAAP ). In this prospectus, we present Adjusted EBITDA, which is a non-GAAP financial measure. Our management believes this non-GAAP financial measure provides useful information about our operating performance by excluding certain items and including other items that we believe are not representative of our core business. We also believe that this financial measure will provide investors with a useful tool for assessing the comparability between periods of our ability to generate cash from operations sufficient to pay taxes, to service debt and to undertake capital expenditures. We use this financial measure for business planning purposes and in measuring our performance relative to that of our competitors. However, this measure should not be considered as an alternative to net sales or cash flows from operating activities as an indicator of operating performance or liquidity. For additional information on why we present non-GAAP financial measures, the limitations associated with using non-GAAP financial measures and reconciliations of our non-GAAP financial measures to the most comparable applicable GAAP measure, see Summary Financial Data.

The financial statements of Arysta that are incorporated by reference in this prospectus are prepared in accordance with International Financial Reporting Standards ( IFRS ) as issued by the International Accounting Standards Board ( IASB ).

### **Unaudited Pro Forma Financial Information**

The Arysta Acquisition, which was consummated on February 13, 2015, was a significant acquisition to us (at a significance level of greater than fifty percent) under Rule 3-05 and 1-02(w) of Regulation S-X under the Securities Act of 1933, as amended (the Securities Act ). The CAS Acquisition, which was consummated on November 3, 2014, was also a significant acquisition (at a significance level of greater than forty percent). As a result, we have included in this prospectus unaudited pro forma financial information based on the historical financial statements of Platform, CAS and Arysta, combined and adjusted to give effect to the CAS Acquisition and the Arysta Acquisition as if each had occurred as of January 1, 2014, for purposes of the statements of operations. The unaudited pro forma statements of operations do not reflect the Agriphar Acquisition or the related financing and the proposed OMG Acquisition (as defined herein), because the Agriphar Acquisition and the OMG Acquisition are not significant as defined by Rule 1-02(w) of Regulation S-X. The unaudited pro forma combined consolidated financial information has been prepared

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in accordance with the basis of preparation described in Unaudited Pro Forma Financial Information.

The unaudited pro forma combined consolidated financial information presented herein is for informational purposes only and is not intended to represent or to be indicative of the consolidated results of operations or

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financial position that we would have reported had the CAS Acquisition and the Arysta Acquisition been completed as of the dates set forth in the unaudited pro forma combined consolidated financial information, and should not be taken as indicative of our future consolidated results of operations or financial position. The unaudited pro forma financial data has been prepared in accordance with the requirements of Regulation S-X of the Securities Act. However, neither the assumptions underlying the pro forma adjustments nor the resulting pro forma financial information have been audited or reviewed in accordance with any generally accepted auditing standards.

The unaudited pro forma combined consolidated financial information should be read in conjunction with our historical financial statements and with both CAS and Arysta's historical financial statements, all incorporated by reference in this prospectus.

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**PROSPECTUS SUMMARY**

*This summary highlights selected information contained in this prospectus. This summary does not contain all of the information you should consider before investing in the Shares. Before making an investment decision, you should read carefully (i) this entire prospectus, including the section titled Risk Factors, (ii) all other information contained in and incorporated by reference in this prospectus, including the risks and uncertainties described under Risk Factors in our annual report on Form 10-K for the year ended December 31, 2014 and in our subsequent filings with the SEC, (iii) the other documents to which we refer and (iv) our financial statements and notes to those financial statements. This prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors. See Information Regarding Forward-Looking Statements for information relating to these forward-looking statements.*

**Our Company**

We are a global, diversified producer of high technology specialty chemical products. Our business involves the formulation of a broad range of solutions-oriented specialty chemicals, which are sold into multiple industries, including agrochemical, animal health, electronics, graphic arts, plating, and offshore oil production and drilling. We refer to our products as dynamic chemistries due to their intricate chemical compositions. Our dynamic chemistries are used in a wide variety of attractive niche markets and we believe that the majority of our operations hold strong positions in the product markets they serve.

As our name Platform Specialty Products Corporation implies, we continually seek opportunities to act as an acquirer and consolidator of specialty chemical businesses on a global basis, particularly those meeting Platform's Asset-Lite, High-Touch philosophy, which involves prioritizing extensive resources to research and development and highly technical customer service, while managing conservatively our investments in fixed assets and capital expenditures. To date, Platform has completed four acquisitions: the MacDermid Acquisition on October 31, 2013, the Agriphar Acquisition on October 1, 2014, the CAS Acquisition on November 3, 2014 and the Arysta Acquisition on February 13, 2015.

**Our History**

We were initially incorporated with limited liability under the laws of the British Virgin Islands on April 23, 2013 under the name Platform Acquisition Holdings Limited. We completed our initial public offering in the United Kingdom on May 22, 2013, raising net proceeds of approximately \$881 million, and were listed on the London Stock Exchange.

On October 31, 2013, we indirectly acquired substantially all of the equity of MacDermid Holdings, LLC ( MacDermid Holdings ), which, at the time, owned approximately 97% of MacDermid. As a result, we became a holding company for the MacDermid business. We acquired the remaining 3% of MacDermid on March 4, 2014. Concurrently with the closing of the MacDermid Acquisition, we changed our name to Platform Specialty Products Corporation. On January 22, 2014, we changed our jurisdiction of incorporation from the British Virgin Islands to Delaware, and on January 23, 2014, our shares of common stock began trading on the NYSE under the ticker symbol PAH.



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### **Our Business**

We operate our business in two reportable business segments, Performance Applications and Agricultural Solutions, as described below:

#### ***Performance Applications***

Our Performance Applications segment formulates and markets dynamic chemistry solutions that are used in electronics, automotive production, oil and gas production, drilling, commercial packaging and printing. Our products include surface and coating materials, water-based hydraulic control fluids and photopolymers. We sell these products worldwide. In conjunction with the sale of these products, we provide extensive technical service and support to ensure superior performance of their application.

Within this segment, we provide specialty chemicals to the following industries: Electronics, Industrial, Offshore and Commercial Packing and Printing. For the electronics industry, we design and formulate a complete line of proprietary wet dynamic chemistries that our customers use to process the surface of the printed circuit boards and other electronic components they manufacture. For our industrial customers, our dynamic chemistries are used for finishing, cleaning and providing surface coatings for a broad range of metal and non-metal surfaces, which improve the performance or look of a component of an industrial part or process. For the offshore industry, we produce water-based hydraulic control fluids for major oil companies and drilling contractors for offshore deep water production and drilling applications. For the commercial packaging and printing industries, we produce photopolymers through an extensive line of flexographic plates, used to produce printing plates for transferring images onto commercial packaging, including packaging for consumer food products, pet food bags, corrugated boxes, labels and beverage containers. In addition, we also produce photopolymer printing plates for the flexographic and letterpress newspaper and publications markets.

#### ***Agricultural Solutions***

Our Agricultural Solutions segment is based on a solutions-oriented business model that focuses on product innovation to address an ever-increasing need for higher crop yield and quality. We offer a wide variety of proven plant health and pest control products to growers, which are comprised of specific target applications in the following major product lines: adjuvants, fungicides, herbicides, home applications (home and garden and ectoparasiticides), insecticides, miticides, plant growth regulators, and seed treatments. We refer to herbicides, insecticides, fungicides and seed treatment categories, based on patented or proprietary off-patent active ingredients ( AIs ), as our Global Value Added Portfolio ( GVAP ). Our product portfolio also includes biosolutions (biostimulants, innovative nutrition and biocontrol), and regional off-patent AIs that complement its principal product lines. In addition, we offer certain non-crop products, including animal health products, such as honey bee protective miticides and certain veterinary vaccines.

We sell our products worldwide. Because our segments utilize shared facilities and administrative resources but offer products that are distinct from one another, we make decisions about how to manage our operations by reference to each segment and not with respect to the underlying products or geographic regions that comprise each segment.

### **Recent Developments**

On May 31, 2015, we entered into a merger agreement (the Merger Agreement ) with OM Group, Inc. ( OM Group ) and affiliates of Apollo Global Management (collectively and each individually, Apollo ) and a purchase and separation agreement with Apollo pursuant to which Apollo will first acquire OM Group in its entirety, and then

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subsequently sell to us OM Group's Electronic Chemicals and Photomasks businesses (the

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OM Businesses and the acquisition by us of the OM Businesses, the OMG Acquisition ). The OMG Acquisition will take place in two stages: we expect to first acquire all of the OM Businesses, other than its Malaysian subsidiary, immediately after Apollo's acquisition of OM Group, currently expected to occur during the third quarter of 2015, and then subsequently to acquire such Malaysian subsidiary during the first quarter of 2016. The total purchase price to us (subject to purchase price adjustments) is \$367 million.

Apollo's acquisition of OM Group is subject to certain customary closing conditions, including approval of the acquisition by the OM Group stockholders, expiration or termination of any applicable waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and other consents and approvals required under applicable U.S. and foreign antitrust laws. The first stage of the OMG Acquisition is subject only to the consummation of Apollo's acquisition of OM Group, and the second stage of the transaction is subject to additional standard closing conditions, including the absence of a material adverse effect with respect to the Malaysian subsidiary. The Merger Agreement also provides for a 35-day go-shop period, which expires July 5, 2015, during which OM Group is entitled to solicit other offers.

We are a party to certain financing commitment letters (collectively, the Debt Commitment Letter ) with Barclays Bank PLC, Credit Suisse AG, Cayman Islands Branch and/or their affiliates, which provide debt financing of up to \$375 million to consummate the OMG Acquisition. The Debt Commitment Letter provides that such commitment will be reduced on a dollar-for-dollar basis by the amount of Shares we issue in this offering. To the extent we raise less than \$350 million pursuant to this offering, we intend to pay for the remaining consideration required through a combination of cash on hand and borrowings under our existing Credit Agreement dated April 12, 2007 (as amended and/or restated, the Amended and Restated Credit Agreement ), in accordance with the terms of the Debt Commitment Letter.

If the Merger Agreement is terminated due to our or Apollo's failure to obtain our or its respective financing for the transaction (and under certain other limited circumstances), (i) we and Apollo will be required to pay OM Group our respective pro rata portion of a reverse termination fee to OM Group equal to \$62.7 million (and the party responsible for such termination of the Merger Agreement will be required to reimburse the other party for its or their pro rata portion of the amount paid to OM Group) and (ii) the party responsible for such termination of the Merger Agreement will be required to reimburse the other party for its fees and expenses up to \$7.5 million. If the Merger Agreement is terminated due to the failure to obtain certain regulatory approvals for the OMG Acquisition, we may be required to reimburse OM Group for its fees and expenses up to \$7.5 million, and to pay to Apollo its fees and expenses up to \$7.5 million.

We believe the proposed OMG Acquisition is in line with our business strategy of growing into niche markets. OM Group's Electronic Chemicals business is similar to our legacy MacDermid electronic chemical and surface treatment businesses. It develops, produces and supplies chemicals for electronic and industrial applications. OM Group's Photomasks products are used by customers to produce semiconductors and related products.

The closing of this offering is not conditioned on, and is expected to be consummated before, the closing of the OMG Acquisition.

## **Risks Relating to Our Business**

Our business is subject to a number of risks of which you should be aware before you decide to invest in our common stock. In particular, you should consider the following risks, which are discussed more fully in our annual report on Form 10-K for the fiscal year ended December 31, 2014 incorporated herein by reference:

our business model depends on our ability to consummate future acquisitions and to successfully integrate acquisitions into our business;

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our substantial indebtedness may adversely affect our cash flow and our ability to operate our business and fulfill our obligations under our indebtedness;

our business and results of operations depends on our ability to protect and preserve our intellectual property rights;

conditions in the global economy may directly adversely affect our substantial international operations and financial condition;

our business is significantly influenced by trends and characteristics in the specialty chemical industry and the printing industry;

agrochemical products are highly regulated by governmental agencies in countries where we do business; and

our business involves chemicals manufacturing, which is inherently hazardous and could result in material costs relating to regulatory compliance or liabilities.

These risks, among others, may have an adverse effect on our business, which could cause the trading price of our common stock to decline and result in a loss of all or a portion of your investment.

**Corporate Information**

Our principal executive offices are located at 1450 Centrepark Boulevard, Suite 210, West Palm Beach, FL 33401 and our telephone number is (561) 207-9600. We maintain a website at [www.platformspecialtyproducts.com](http://www.platformspecialtyproducts.com) where general information about us is available. Information on, or accessible through, our website is not part of this prospectus.

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**THE OFFERING**

<b>Shares offered by us</b>	Shares
<b>Common Stock to be outstanding immediately after this offering</b>	Shares
<b>Option to purchase additional shares</b>	We have granted the underwriters a 30-day option to purchase up to additional shares of our common stock pursuant to their option to purchase additional shares.
<b>Use of Proceeds</b>	We intend to use the net proceeds of this offering to fund working capital and future acquisitions including, if consummated, a portion of the consideration and related fees payable in connection with the OMG Acquisition. The OMG Acquisition is currently the only future acquisition for which we have executed a purchase agreement. The OMG Acquisition, to the extent that it closes, is expected to close in two parts, with the first closing expected to occur during the third quarter of 2015 and the second closing expected to occur during the first quarter of 2016, in each case, subject to customary closing conditions. The closing of this offering is not conditioned on, and is expected to be consummated before, the closing of the OMG Acquisition. See Use of Proceeds.
<b>Dividend policy</b>	<p>We have never paid any cash dividends on our common stock. We intend to retain earnings to fund our working capital needs and growth opportunities and do not intend to pay any cash dividends.</p> <p>Holder of Series A preferred stock (the Series A Preferred Stock ) are entitled to receive an annual stock dividend based on the appreciated stock price compared to the highest dividend price previously used in calculating the Series A Preferred Stock dividends.</p> <p>In addition, no dividend may be declared on any other series of preferred stock, other than the Series A Preferred Stock, or common stock without the prior approval of a majority of the holders of the Series B convertible preferred stock (the Series B Preferred Stock ).</p>
<b>Market for our Common Stock</b>	Our shares of common stock are currently listed on the NYSE.

**NYSE ticker symbol**

PAH

**Risk Factors**

An investment in our common stock is speculative and involves a high degree of risk. Please refer to the information contained under the caption **Risk Factors** and other information included and incorporated by reference in this prospectus for a discussion of factors you should carefully consider before investing in our common stock.

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Unless otherwise indicated, the information presented in this prospectus:

assumes no exercise by the underwriters of their option to purchase up to additional shares of our common stock; and

excludes, in reference to the number of shares of common stock outstanding after this offering, (i) 2,000,000 shares of our common stock issuable upon the conversion of shares of Series A Preferred Stock; (ii) 22,107,590 shares of our common stock issuable upon the conversion of shares of Series B Preferred Stock, (iii) 8,344,199 shares of our common stock issuable upon exchange of shares of common stock of our subsidiary, Platform Delaware Holdings, Inc.; (iv) 175,000 shares of our common stock issuable upon exercise of options; (v) 14,563,258 shares of our common stock currently available under our Platform Specialty Products Corporation Amended and Restated 2013 Incentive Compensation Plan (the 2013 Plan ) (subject to increase in accordance with the terms of such plan), (vi) 927,500 shares of our common stock underlying restricted stock units ( RSUs ) issued under the 2013 Plan; and (vii) 5,152,849 shares of common stock available under our Platform Specialty Products Corporation 2014 Employee Stock Purchase Plan (the 2014 ESPP ).

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**SUMMARY FINANCIAL DATA**

*The following table presents summary consolidated historical financial data for us and our Predecessor as of the dates and for each of the periods indicated. The summary consolidated historical data for the Successor 2014 Period and the Successor 2013 Period and as of December 31, 2014 and December 31, 2013 have been derived from our audited consolidated financial statements incorporated by reference in this prospectus. The summary consolidated historical data for our Predecessor for each of the Predecessor 2012 Period and the Predecessor 2013 Period, have been derived from the audited consolidated financial statements of our Predecessor incorporated by reference in this prospectus. The summary consolidated historical data for the Successor 2015 Three-Month Period and as of March 31, 2015 and the Successor 2014 Three-Month Period and as of March 31, 2014, have been derived from our unaudited condensed consolidated interim financial statements incorporated by reference in this prospectus. The summary consolidated historical financial data for such interim periods contain all normal recurring adjustments that, in the opinion of management, are necessary for a fair presentation of the financial information set forth in those statements.*

*The summary pro forma condensed consolidated balance sheet as of March 31, 2015 gives effect to the Shares offered hereby as if the offering had been consummated on March 31, 2015. The summary pro forma condensed consolidated statement of operations for the year ended December 31, 2014 gives effect to the CAS and Arysta Acquisitions as if they had been consummated on January 1, 2014. The summary pro forma condensed consolidated statement of operations for the three-months ended March 31, 2015 gives effect to the Arysta Acquisition as if it had been consummated on January 1, 2014.*

*The OM Businesses' method of calculating its Adjusted EBITDA differs from our method of calculating Adjusted EBITDA and, as a result, the financial information and synergies indicated below may not be comparable and/or indicative of our future results of operations. As such, you are cautioned not to place undue reliance on this information.*

*The summary historical consolidated financial data included below is not necessarily indicative of future results and should be read in conjunction with Capitalization as well as our consolidated financial statements, CAS' combined financial statements, Arysta's consolidated financial statements, and the respective notes thereto, in each case, incorporated by reference in this prospectus.*

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	<i>Pro Forma Combined Successor and Predecessor</i>								
	<i>Predecessor</i> Period from January 1, Year Ended December 2012	<i>Successor</i> Period from January 1, 2013 to October 31, 2013	<i>Predecessor</i> Period from April 23, 2013 to December 31, 2013	<i>Predecessor</i> Year Ended December 2013	<i>Successor</i> Year Ended December 31, 2014	<i>Successor</i> Three- Months Ended March 31, 2014	<i>Successor</i> Three- Months Ended March 31, 2015	<i>Pro Forma</i> Year Ended December 31, 2014	<i>Pro Forma</i> Three- Months Ended March 31, 2015
<b>Statement of Operations Data (in millions)</b>									
Net sales	\$ 731.2	\$ 627.7	\$ 118.2	\$ 746.0	\$ 843.2	\$ 183.7	\$ 534.8	\$ 2,755.9	\$ 622.3
Cost of sales	376.1	304.9	82.5	366.8	446.6	99.5	327.7	1,697.8	346.0
Gross profit	355.1	322.8	35.7	379.2	396.6	84.2	207.1	1,058.1	276.3
Total operating expenses	240.0	231.1	231.3	275.5	387.1	80.2	204.9	922.4	228.7
Operating profit (loss)	115.1	91.7(1)	(195.6)(2)	103.7	9.5(3)	4.0(4)	2.2(5)	135.7	47.6
Other (expense) income	(44.1)	(65.2)	(5.8)	(49.9)	(40.4)	(7.8)	(3.8)	(213.2)	(34.6)
(Loss) income before income taxes, non-controlling interests and accrued payment-in-kind dividends on cumulative preferred shares	71.0	26.5(1)	(201.4)(2)	53.8	(30.9)(3)	(3.8)(4)	(1.6)(5)	(77.5)	13.0
Income tax benefit (provision)	(24.7)	(13.0)	5.8	(23.2)	6.7	(2.1)	(24.7)	(38.4)	(42.3)
Net income (loss)	46.3	13.5(1)	(195.6)(2)	30.6	(24.2)(3)	(5.9)(4)	(26.3)(5)	(115.9)	(29.3)
Net loss (income) attributable to	(0.3)	(0.3)	1.4	0.2	(5.7)	(1.5)	(0.4)	(14.2)	(0.5)

non-controlling  
interest

Net (loss) income attributable to Platform	46.0	13.2	(194.2)	30.8	(29.9)	(7.4)	(26.7)	(130.1)	(29.8)
Accrued payment-in-kind dividend on cumulative preferred shares	(44.6)	(22.4)			(232.7)			(232.7)	

Net (loss) income attributable to common stockholders	\$ 1.4	\$ (9.2)	\$ (194.2)	\$ 30.8	\$ (262.6)	\$ (7.4)	\$ (26.7)	\$ (362.8)	\$ (29.8)
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**Other Financial  
Data  
(in millions)**

Adjusted EBITDA (8)	\$ 162.6	\$ 152.7	\$ 27.4		\$ 212.2	\$ 46.3	\$ 131.0	\$ 606.1(6)	\$ 133.8(7)
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