

MESA LABORATORIES INC /CO

Form 8-K

July 07, 2015

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**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**

**July 6, 2015**

Date of Report (Date of earliest event reported)

**MESA LABORATORIES, INC.**

(Exact name of registrant as specified in its charter)

Commission File Number: **0-11740**

**COLORADO**

(State or other jurisdiction of  
incorporation)

**84-0872291**

(I.R.S. Employer  
Identification No.)

**12100 WEST SIXTH AVENUE,**

**LAKEWOOD, COLORADO**

(Address of principal executive offices)

**80228**

(Zip Code)

Registrant's telephone number, including area code: **(303) 987-8000**

**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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## ITEM 8.01 OTHER EVENTS

On July 6, 2015, Mesa Laboratories, Inc. (the "Company") entered into and closed a stock purchase agreement (the "Agreement") whereby it acquired all of the common stock of 2396081 Ontario Inc. and its wholly owned operating subsidiary, Infitrak Inc. (collectively "Infitrak"), a company whose business provides consulting, packaging and measuring solutions for cold chain applications. The purchase price for the common stock of Infitrak was \$12,000,000 CDN (approximately \$9,600,000 USD), consisting of a cash payment of \$11,000,000 CDN at closing with the remaining \$1,000,000 CDN due at the one year anniversary of the closing date, subject to a working capital adjustment. In addition, the Agreement provides for contingent consideration of up to \$15,000,000 CDN (approximately \$12,000,000 USD) based upon the growth of the Infitrak cold chain business during the first two years subsequent to the acquisition.

## ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits:

99.1 Press release dated July 6, 2015.

99.2 Share Purchase Agreement by and between Mesa Labs Canada Inc. and the stockholders of 2396081 Ontario Inc., dated as of July 6, 2015.

## 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.

DATE: July 6, 2015      Mesa Laboratories, Inc.  
(Registrant)

/s/ John J. Sullivan  
BY: John J. Sullivan,  
President and Chief Executive Officer

