

Edgar Filing: ADVANCED DRAINAGE SYSTEMS, INC. - Form 8-K

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:

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 in 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 2.02 Results of Operations and Financial Condition.

On February 7, 2019, Advanced Drainage Systems, Inc. (the “Company”) issued a press release setting forth the Company’s unaudited results for the third quarter of fiscal year 2019. A copy of the Company’s press release is being furnished as Exhibit 99.1 and hereby incorporated by reference.

The information furnished pursuant to this Item 2.02, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities under Section 18 of the Exchange Act and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Exchange Act.

Item 7.01 Regulation FD Disclosure.

As previously announced, at 10:00 a.m. (Eastern time) on February 7, 2019, the Company’s President and Chief Executive Officer, Scott Barbour, and Chief Financial Officer, Scott Cottrill, will host a conference call and webcast to discuss the Company’s unaudited results for the third quarter ended December 31, 2018. A copy of the Company’s slides forming the basis of the presentation is being furnished as Exhibit 99.2 and hereby incorporated by reference.

The live call can be accessed by dialing 1-844-484-0244 (US toll-free) or 1-647-689-5142 (international) and asking to be connected to the Advanced Drainage Systems, Inc. call. The live webcast will also be accessible via the “Events Calendar” section of the Company’s Investor Relations website, www.investors.ads-pipe.com. An archived version of the webcast will be available for 90 days following the call.

The information furnished pursuant to this Item 7.01, including Exhibit 99.2, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities under Section 18 of the Exchange Act and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Exchange Act.

Item 8.01 Other Events.

On February 7, 2019, the Company issued a press release announcing the approval by the Board of Directors of the Company of the declaration of a cash dividend of \$0.08 per share, payable on March 15, 2019 to stockholders of record at the close of business on March 1, 2019. A copy of the Company’s press release is attached hereto as Exhibit 99.3 and hereby incorporated by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are being furnished as part of this report:

99.1 Press release, dated February 7, 2019, issued by Advanced Drainage Systems, Inc. regarding earnings

99.2 Presentation slides, dated February 7, 2019

99.3 Press release, dated February 7, 2019, issued by Advanced Drainage Systems, Inc. regarding dividend

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.

ADVANCED DRAINAGE
SYSTEMS, INC.

Date: February 7, 2019 By: /s/ Scott A. Cottrill
Name: Scott A. Cottrill
Title: EVP, CFO & Secretary