

Platform Specialty Products Corp
Form 8-K/A
January 30, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): January 12, 2015

Platform Specialty Products Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-36272
(Commission

File Number)

37-1744899
(I.R.S. Employer

Identification No.)

Edgar Filing: Platform Specialty Products Corp - Form 8-K/A

5200 Blue Lagoon Drive

Suite 855

Miami, Florida

(Address of Principal Executive Offices)

33126

(Zip Code)

Registrant's telephone number, including area code: (203) 575-5850

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:

- .. 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))

This Amendment No.1 on Form 8-K/A (this Amendment No.1) is being filed to amend the Current Report on Form 8-K filed by Platform Specialty Products Corporation (Platform) with the Securities and Exchange Commission (the SEC) on January 12, 2015 (the Original Form 8-K).

Item 8.01 Other Events

As previously disclosed in a Current Report on Form 8-K filed with the SEC on October 21, 2014 by Platform, Platform entered into a Share Purchase Agreement with Nalozo S.à.r.l., pursuant to which Platform agreed to acquire Arysta LifeScience Limited for approximately \$3.51 billion, subject to customary closing conditions (the Arysta Acquisition). There can be no assurance that the proposed Arysta Acquisition will close, or be completed in the time frame, on the terms or in the manner currently anticipated.

Platform voluntarily filed the Original Form 8-K with Platform s unaudited pro forma combined consolidated balance sheet of Platform as of September 30, 2014 and the related unaudited pro forma combined consolidated statement of operations of Platform for the nine-month period ended September 30, 2014 and the year ended December 31, 2013, in each case giving effect on a pro forma basis to the Arysta Acquisition, the recent acquisition by Platform of the agrochemicals business, Chemtura AgroSolutions, of Chemtura Corporation (the CAS Acquisition) and the related financings (the Pro Forma Financial Information). For the year ended December 31, 2013, the Pro Forma Financial Information was also giving effect to the acquisition of MacDermid Holdings, LLC completed on October 31, 2013 (the MacDermid Acquisition) and the related financings.

The purpose of this Amendment No. 1 is to amend the Original Form 8-K by filing revised Pro Forma Financial Information reflecting a \$600 million increase of the aggregate principal amount of 6.500% senior notes due 2022 denominated in U.S. Dollars being offered in Platform s previously-announced private offering of senior notes, and a \$500 million decrease of the maximum borrowings under Platform s incremental term loan denominated in U.S. Dollars being sought through the syndication process relating to the financing of a portion of the acquisition consideration and related fees and expenses of the Arysta Acquisition.

A copy of the revised Pro Forma Financial Information is attached hereto as Exhibit 99.1 and is incorporated by reference in this Item 8.01. Other than as set forth above, no other changes have been made to the Original Form 8-K. This Amendment No. 1 speaks as of the filing date of the Original Form 8-K, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the Original Form 8-K, except as stated above.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Exhibit Title
99.1	Revised unaudited pro forma combined consolidated balance sheets of Platform as of September 30, 2014 and related revised unaudited pro forma combined consolidated statement of operations of Platform for the nine-month period ended September 30, 2014 and the year ended December 31, 2013, in each case giving effect on a pro forma basis to the Arysta Acquisition, the CAS Acquisition and the

related financings. For the year ended December 31, 2013, such pro forma financial information is also giving effect to the completed MacDermid Acquisition and the related financings.

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.

**PLATFORM SPECIALTY PRODUCTS
CORPORATION**

January 30, 2015

By: /s/ Frank J. Monteiro

Name: Frank J. Monteiro

Title: Senior Vice President and Chief Financial Officer

Exhibit Index

**Exhibit
Number**

Exhibit Title

99.1 Revised unaudited pro forma combined consolidated balance sheets of Platform as of September 30, 2014 and related revised unaudited pro forma combined consolidated statement of operations of Platform for the nine-month period ended September 30, 2014 and the year ended December 31, 2013, in each case giving effect on a pro forma basis to the Arysta Acquisition, the CAS Acquisition and the related financings. For the year ended December 31, 2013, such pro forma financial information is also giving effect to the completed MacDermid Acquisition and the related financings.