

TTM TECHNOLOGIES INC
Form 8-K
September 11, 2017

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): September 11, 2017

TTM TECHNOLOGIES, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State of Incorporation)

0-31285
(Commission

91-1033443
(I.R.S. Employer

File Number)

Identification No.)

1665 Scenic Avenue, Suite 250, Costa Mesa, California

92626

(Address of principal executive offices)

(Zip Code)

(714) 327-3000

Registrant's telephone number, including area code

N/A

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 checkmark 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 7.01 Regulation FD Disclosure.

On September 11, 2017, TTM Technologies, Inc. (the Company) issued a press release announcing its intention to offer, subject to market and other customary conditions, \$375 million in aggregate principal amount of senior notes due 2025 (the Notes) in a private offering that is exempt from registration under the Securities Act of 1933, as amended. The Notes will be the senior unsecured obligations of the Company and will be guaranteed by certain of the Company's subsidiaries. The Company previously announced it had begun to syndicate a \$350 million senior secured term loan (the New Term Loan).

The Company intends to use the net proceeds of the offering of the Notes, together with expected borrowings from its New Term Loan, to refinance the indebtedness outstanding under its existing term loan facility and repay a portion of the amounts outstanding under its U.S. senior secured revolving credit facility, as well as to pay related fees and expenses.

A copy of this press release is furnished with this report as Exhibit 99.1 and is incorporated herein by reference.

Cautionary Note Regarding Forward-Looking Statements

This Current Report on Form 8-K and Exhibit 99.1 hereto contain forward-looking statements that relate to future events. The Company cautions you that such statements are simply predictions and actual events or results may differ materially. These statements reflect the Company's current expectations, and the Company does not undertake to update or revise these forward looking statements, even if experience or future changes make it clear that any projected results expressed or implied in this or other Company statements will not be realized. Further, these statements involve risks and uncertainties, many of which are beyond the Company's control, which could cause actual results to differ materially from the forward-looking statements. Statements related to, among other things, the consummation of the offering of the Notes, the consummation of the New Term Loan, and potential changes in market conditions constitute forward-looking statements. For a description of additional factors that may cause the Company's actual results, performance or expectations to differ from any forward-looking statements, please review the information set forth in the Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations sections of the Company's public reports filed with the Securities and Exchange Commission.

Certain Information

The information in this Current Report on Form 8-K, including Exhibit 99.1, is furnished pursuant to this Item 7.01 and shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

See the Exhibit Index which is hereby incorporated by reference.

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.

TTM TECHNOLOGIES, INC.

Date: September 11, 2017

/s/ Daniel J. Weber
By: Daniel J. Weber
Senior Vice President, General Counsel & Secretary

EXHIBIT INDEX

Exhibit Number	Description
99.1	<u>Press Release dated September 11, 2017, announcing the proposed offering of Notes.</u>