

Sabre Corp
Form 8-K
June 07, 2018

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): June 5, 2018

SABRE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

001-36422
(Commission
File Number)

20-8647322
(IRS Employer
Identification No.)

3150 Sabre Drive

Southlake, TX
(Address of principal executive offices)

(682) 605-1000

76092
(Zip Code)

(Registrant's telephone number, including area code)

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 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 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 1.01 Entry into a Material Definitive Agreement

On June 5, 2018, Sabre Corporation (the Corporation) entered into an underwriting agreement (the Underwriting Agreement) with Goldman Sachs & Co. LLC (the Underwriter) and the selling stockholders (the Selling Stockholders) listed in Schedule II to the Underwriting Agreement (the Underwriting Agreement), relating to the offering (the Offering) by the Selling Stockholders of 16,000,000 shares of the Corporation s common stock, par value \$0.01 per share (the Common Stock) pursuant to the Corporation s Registration Statement on Form S-3 (File No. 333-224616). Pursuant to the Underwriting Agreement, (i) the Selling Stockholders agreed to sell to the Underwriter, and the Underwriter agreed to purchase from the Selling Stockholders, subject to and upon the terms and conditions set forth therein, 16,000,000 shares of Common Stock and (ii) the Underwriter agreed to sell to the Corporation, and the Corporation agreed to repurchase from the Underwriter, subject to and upon the terms and conditions set forth therein, 1,000,000 shares of Common Stock.

A copy of the Underwriting Agreement is filed as Exhibit 1.1 herewith and incorporated by reference herein.

Item 8.01 Other Events

On June 7, 2018, the Corporation issued a press release announcing that the Offering in respect of an aggregate amount of 16,000,000 shares of Common Stock has been completed. The shares are listed on the NASDAQ Global Select Market and trade under the symbol SABR.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits*

| Exhibit Number | Description |
|-----------------------|--|
| 1.1 | <u>Underwriting agreement by and between Sabre Corporation, the selling stockholders and Goldman Sachs & Co. LLC</u> |
| 99.1 | <u>Press release dated June 7, 2018.</u> |

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.

Sabre Corporation

Dated: June 7, 2018

By: /s/ Richard A. Simonson

Name: Richard A. Simonson

Title: Executive Vice President and Chief Financial
Officer