

CHARLES RIVER LABORATORIES INTERNATIONAL INC
Form 8-K/A
June 14, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

Amendment No. 1

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): April 3, 2018

| Commission File Number | Exact Name of Registrant as Specified in Charter; | IRS Employer |
|-------------------------------|--|----------------------------------|
| | State of Incorporation; | Identification Number |
| | Address and Telephone Number | |
| | Former Name or Former Address, if Changed since Last Report | |
| 001-15943 | Charles River Laboratories International, Inc. | 06-1397316 |
| | Delaware | |
| | 251 Ballardvale Street | |
| | Wilmington, Massachusetts 01887 | |

(781) 222-6000

N/A

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))

ITEM 2.01 Completion of Acquisition or Disposition of Assets.

On April 3, 2018, Charles River Laboratories International, Inc. (“**Charles River**” or the “**Company**”), Forest Acquisition Corporation, a wholly-owned subsidiary of Charles River (“**Merger Sub**”), ACP Mountain Holdings, Inc. (“**ACP**”) and Avista Capital Partners IV GP, LP, in its capacity as Stockholder’s Representative consummated the merger contemplated by the Agreement and Plan of Merger (the “**Merger Agreement**”), dated as of February 12, 2018 (the “**Merger**”). Under the terms of the Merger Agreement, Merger Sub merged with and into ACP, resulting in ACP becoming a wholly-owned subsidiary of the Company. The completion of the Merger was previously reported in the Current Report on Form 8-K as filed by Charles River with the Securities and Exchange Commission on April 3, 2018 (the “**Form 8-K**”).

This Current Report on Form 8-K/A amends the Form 8-K to include the financial statements and pro forma financial information described in Item 9.01 below which were not previously filed with the Form 8-K and which are permitted to be filed by amendment no later than 71 days after the date the Form 8-K was required to be filed.

ITEM 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired

Audited Consolidated Financial Statements of ACP for the year ended December 31, 2017 with Report of Independent Auditors are attached as Exhibit 99.1 and incorporated herein by reference.

(b) Pro Forma Financial Information

The following financial statements are attached as Exhibit 99.2 and incorporated herein by reference:

Unaudited Pro Forma Condensed Combined Balance Sheet of Charles River and ACP as of December 30, 2017 and notes related thereto.

Unaudited Pro Forma Condensed Combined Statement of Income of Charles River and ACP for the year ended December 30, 2017 and notes related thereto.

(d) Exhibits

The following exhibits are filed as part of the current report:

Exhibit No. Description

- 23.1 Consent of Deloitte & Touche LLP relating to the financial statements of ACP.
- 99.1 Audited Consolidated Financial Statements of ACP for the year ended December 31, 2017.
- 99.2 Unaudited Pro Forma Condensed Combined Financial Statements as of December 30, 2017.

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 thereunto duly authorized.

Date: June 14, 2018 CHARLES RIVER LABORATORIES INTERNATIONAL, INC.

By: /s/ Matthew Daniel

Name: Matthew Daniel

Title: Corporate Senior Vice President, Deputy General Counsel and Assistant Secretary

Exhibit Index

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| | |
|------|--|
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| 99.2 | Unaudited Pro Forma Condensed Combined Financial Statements as of December 30, 2017. |