

INGRAM MICRO INC  
Form 8-K  
November 26, 2012

**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): November 26, 2012**

**INGRAM MICRO INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
  
of Incorporation)

**1-12203**  
(Commission  
  
File Number)

**62-1644402**  
(I.R.S. Employer  
  
Identification No.)

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1600 E. St. Andrew Place

Santa Ana, CA 92705

(Address, including zip code of Registrant's principal executive offices)

Registrant's telephone number, including area code: (714) 566-1000

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 (see General Instruction A.2. below):

- 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 1.01 Entry into a Material Definitive Agreement.**

On November 26, 2012, Ingram Micro Inc. ( Ingram Micro ) and certain of its subsidiaries entered into a lender joinder agreement with certain additional commitment lenders (the Joinder Agreement ) pursuant to Section 2.4 of the Credit Agreement dated as of September 28, 2011 among Ingram Micro, Ingram Micro Coordination Center BVBA, the Lenders from time to time party thereto and The Bank of Nova Scotia, as administrative agent (the Credit Agreement ).

The Joinder Agreement provides designated additional commitments in an aggregate principal amount of \$190 million, increasing total commitments under Ingram Micro s \$750 million senior unsecured revolving credit facility to an aggregate principal amount of \$940 million. U.S. Bank National Association, PNC Bank National Association, Sumitomo Mitsui Banking Corporation and Morgan Stanley Bank are providing the additional commitments.

The description of the Joinder Agreement set forth above is qualified in its entirety by reference to the full and complete terms contained in the Joinder Agreement, which is filed as Exhibit 10.1 to this report and incorporated herein by reference.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information provided in Item 1.01 of this report is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

d. Exhibits

<b>Exhibit No.</b>	<b>Description</b>
10.1	Lender Joinder Agreement dated as of November 26, 2012

**SIGNATURE**

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.

**INGRAM MICRO INC.**

By: /s/ Larry C. Boyd  
Name: Larry C. Boyd  
Title: Executive Vice President,

Secretary and General Counsel

Date: November 26, 2012

**EXHIBIT INDEX**

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This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. In connection with the proposed transaction, Ventas has filed with the SEC a registration statement on Form S-4, as amended, which contains a proxy statement of HCT and a prospectus of Ventas, and each party will file other documents with respect to Ventas's proposed acquisition of HCT. The registration statement on Form S-4, as amended, contains a preliminary proxy statement/prospectus and was declared effective by the SEC on December 15, 2014, and the definitive proxy statement/prospectus is being mailed to HCT's stockholders on or about December 15, 2014. BEFORE MAKING ANY VOTING OR INVESTMENT DECISION WITH RESPECT TO THE PROPOSED TRANSACTION, INVESTORS ARE URGED TO READ THE REGISTRATION STATEMENT AND THE DEFINITIVE PROXY STATEMENT/PROSPECTUS (INCLUDING ALL AMENDMENTS AND SUPPLEMENTS THERETO) AND OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.

Investors may obtain free copies of the registration statement, the definitive proxy statement/prospectus and other relevant documents filed by Ventas and HCT with the SEC (when they become available) through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). Copies of the documents filed by Ventas with the SEC are also available free of charge on Ventas's website at [www.ventasreit.com](http://www.ventasreit.com), and copies of the documents filed by HCT with the SEC are available free of charge on HCT's website at [www.archealthcaretrust.com](http://www.archealthcaretrust.com).

**Participants in Solicitation Relating to the Merger**

Ventas and HCT and their respective directors and executive officers may be deemed participants in the solicitation of proxies from HCT's stockholders in respect of the proposed transaction. Information regarding Ventas's directors and executive officers can be found in Ventas's definitive proxy statement for Ventas's 2014 annual meeting of stockholders, filed with the SEC on April 4, 2014. Information regarding HCT's directors and executive officers can be found in HCT's definitive proxy statement for HCT's 2014 annual meeting of stockholders, filed with the SEC on April 28, 2014. Additional information regarding the interests of such potential participants has been included in the registration statement and the definitive proxy statement/prospectus and other relevant documents filed with the SEC in connection with the proposed transaction. These documents are available free of charge on the SEC's website and from Ventas or HCT, as applicable, using the sources indicated above.

**Item 9.01. Financial Statements and Exhibits.**

(a) *Financial Statements of Businesses Acquired.*

Not applicable.

(b) *Pro Forma Financial Information.*

Not applicable.

(c) *Shell Company Transactions.*

Not applicable.

(d) *Exhibits.*

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Exhibit Number	Description
99.1	Joint press release issued by Ventas and HCT on December 15, 2014

**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.

VENTAS, INC.

Date: December 15, 2014

By:	/s/ Kristen M. Benson
Name:	Kristen M. Benson
Title:	Senior Vice President, Associate General Counsel and Corporate Secretary



**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Joint press release issued by Ventas and HCT on December 15, 2014