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Kraton Corp  
Form 8-K  
March 20, 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): March 20, 2017 (March 17, 2017)

Commission File Number  
001-34581

Kraton Corporation  
(Exact name of registrant as specified in its charter)

Delaware 20-0411521  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

15710 John F. Kennedy Blvd., Suite 300  
Houston, TX 77032  
(Address of principal executive offices, including zip code)  
281-504-4700  
(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))

Item 1.01 Entry into a Material Definitive Agreement.

The information set forth below under Item 8.01 of this Current Report on Form 8-K with respect to the Purchase Agreement (as defined below) is incorporated by reference into this Item 1.01.

Item 8.01 Other Events.

On March 17, 2017, Kraton Corporation (“Kraton”) issued a press release announcing the pricing of \$400.0 million aggregate principal amount of 7.000% Senior Notes due 2025 (the “Notes”), which will be issued by Kraton Polymers LLC and Kraton Polymers Capital Corporation, its wholly-owned subsidiaries (collectively, the “Issuers”), pursuant to their previously announced private offering (the “Offering”). The Offering is expected to close on March 24, 2017, subject to customary closing conditions.

In connection with the pricing of the Offering, on March 17, 2017, the Issuers, together with Kraton and certain of its other wholly-owned domestic subsidiaries, as guarantors (the “Guarantors”), entered into a purchase agreement (the “Purchase Agreement”) with Deutsche Bank Securities Inc., as representative of the several initial purchasers named therein (collectively, the “Initial Purchasers”), to issue and sell the Notes to the Initial Purchasers for resale in the United States to persons reasonably believed to be qualified institutional buyers under Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States to non-U.S. persons in compliance with Regulation S under the Securities Act.

The Purchase Agreement contains representations, warranties and covenants by the Issuers and the Guarantors and closing conditions, which the Company believes are customary for transactions of this type and amount. Under the terms of the Purchase Agreement, the Issuers and the Guarantors have agreed to indemnify the Initial Purchasers against certain liabilities.

The foregoing summary of the Purchase Agreement does not purport to be complete and is qualified by reference to the complete terms of such Purchase Agreement, a copy of which is filed with this Current Report on Form 8-K as Exhibit 1.1 and incorporated by reference herein. There are representations and warranties contained in the Purchase Agreement that were made by the parties to each other as of specific dates. The assertions embodied in the representations and warranties were made solely for purposes of the Purchase Agreement and may be subject to important qualifications and limitations agreed to by the parties in connection with negotiating the Purchase Agreement’s terms. Moreover, certain of these representations and warranties may not be accurate and complete as of any specified date because (i) they may be subject to contractual standards of materiality that differ from standards generally applicable to investors or (ii) they may have been used to allocate risk among the parties rather than to establish matters as facts. Based on the foregoing you should not rely on the representations and warranties included in the Purchase Agreement as statements of factual information, whether about Kraton or any of its subsidiaries, any other persons, any state of affairs or otherwise.

A copy of the press release announcing the pricing of the Offering is filed with this Current Report on Form 8-K as Exhibit 99.1 and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description  |
|-------------|--|
| 1.1         | Purchase Agreement, dated March 17, 2017, by and among the Issuers, the Guarantors named therein and Deutsche Bank Securities Inc., as representative of the Initial Purchasers. |
| 99.1        | Press Release of Kraton Corporation, dated March 17, 2017, announcing the pricing of the Offering.   |



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.

Kraton Corporation

Date: March 20, 2017 By: /s/ Stephen E. Tremblay  
Stephen E. Tremblay  
Executive Vice President and  
Chief Financial Officer

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EXHIBIT INDEX

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