

IES Holdings, Inc.
Form 8-K
June 02, 2016

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 1, 2016

IES Holdings, Inc.

(Exact name of registrant as specified in Charter)

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

**001-13783
(Commission
File Number)**

**76-0542208
(I.R.S. Employer
Identification Number)**

5433 Westheimer Road, Suite 500, Houston, Texas 77056

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(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (713) 860-1500

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 June 1, 2016, a wholly-owned subsidiary of IES Holdings, Inc. (the Company) entered into an agreement (the Stock Purchase Agreement) to acquire (the Acquisition) all of the outstanding capital stock of Technibus, Inc. (Technibus), a Canton, Ohio-based provider of custom-engineered, metal enclosed bus duct solutions, for total cash consideration of \$45 million, subject to customary adjustments as provided in the Stock Purchase Agreement. It is expected that the Acquisition will be completed during the second quarter of 2016.

The Stock Purchase Agreement contains customary representations, warranties and covenants by the Company and Technibus, including covenants for each of the parties to use reasonable best efforts to cause the Acquisition to be completed and covenants regarding the operation of the business of Technibus between the date of the Stock Purchase Agreement and the closing of the Acquisition. Completion of the Acquisition is subject to the satisfaction or waiver of customary conditions, including (i) the absence of a material adverse effect with respect to Technibus and (ii) the absence of certain legal impediments.

The Acquisition does not require the approval of the Company s stockholders, and the Company s obligation to complete the Acquisition is not conditioned on receipt by the Company of debt or other third-party financing.

The foregoing description of the Stock Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the Stock Purchase Agreement. A copy of the Stock Purchase Agreement will be filed as an exhibit to the Company s quarterly report on Form 10-Q for the period ended June 30, 2016.

Certain statements in this Current Report on Form 8-K may be deemed forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, all of which are based upon various estimates and assumptions that the Company believes to be reasonable as of the date hereof. In some cases, you can identify forward-looking statements by terminology such as may, will, could, should, expect, plan, project, intend, anticipate, believe, seek, estimate, predict, potential, pursue, target, continue, the negative of such terms or other comparable terminology. These statements involve risks and uncertainties that could cause the Company s actual future outcomes to differ materially from those set forth in such statements. Such risks and uncertainties include, but are not limited to, the ability of our controlling shareholder to take action not aligned with other shareholders; the possibility that certain tax benefits of our net operating losses may be restricted or reduced in a change in ownership; and our ability to successfully manage projects, as well as other risk factors discussed in this document and in the Company s annual report on Form 10-K for the year ended September 30, 2015. You should understand that such risk factors could cause future outcomes to differ materially from those experienced previously or those expressed in such forward-looking statements. The Company undertakes no obligation to publicly update or revise any information or any forward-looking statements to reflect events or circumstances that may arise after the date of this release. Forward-looking statements are provided in this Current Report on Form 8-K pursuant to the safe harbor established under the Private Securities Litigation Reform Act of 1995 and should be evaluated in the context of the estimates, assumptions, uncertainties, and risks described herein. General information about IES Holdings, Inc. can be found at <http://www.ies-co.com> under Investors. The Company s annual report on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, as well as any amendments to those reports, are available free of charge through the Company s website as soon as reasonably practicable after they are filed with, or furnished to, the SEC.

Item 7.01. Regulation FD Disclosure.

On June 2, 2016, the Company issued a press release announcing its entry into the Stock Purchase Agreement as described above under Item 1.01. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|---------------------------|-----------------------------------|
| Exhibit 99.1 | Press release dated June 2, 2016. |

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.

Date: June 2, 2016

IES HOLDINGS, INC.

/s/ Gail D. Makode

Gail D. Makode

Senior Vice President and General Counsel

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|-----------------------------------|
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