

COMTECH TELECOMMUNICATIONS CORP /DE/
Form 8-K
January 08, 2019

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): January 8, 2019 (January 7, 2019)

(Exact name of registrant as specified in its charter)

Delaware 0-7928 11-2139466
(State or other jurisdiction) (Commission) (IRS Employer)

of incorporation) File Number) Identification No.)

**68 South Service Road, Suite 230
Melville, New York 11747**

(Address of principal executive offices, including zip code)

(631) 962-7000

(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 (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))

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 an 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 7.01 Regulation FD Disclosure.

On January 7, 2019, Comtech Telecommunications Corp., a Delaware corporation (“Comtech”), entered into a definitive agreement to acquire all of the issued and outstanding equity interests of Solacom Technologies Inc., a Canadian corporation, for a purchase price of \$33,000,000 (subject to customary adjustments) (the “Transaction”). Consummation of the Transaction is subject to customary closing conditions, including approval of the Superior Court of Québec (Commercial Division).

On January 8, 2019, Comtech issued a press release announcing the Transaction. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 7.01 (including the exhibit hereto) relating to this announcement shall not be deemed filed under the Securities and Exchange Commission’s rules and regulations and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
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<u>99.1</u>	<u>Press</u> <u>Release,</u> <u>dated</u> <u>January 8,</u> <u>2019.</u>
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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: January 8, 2019 By: /s/ Michael A. Bondi
Name: Michael A. Bondi
Title: Chief Financial Officer