

NPC RESTAURANT HOLDINGS, LLC

FORM 8-K (Current report filing)

Filed 03/09/17 for the Period Ending 03/09/17

Address	7300 W. 129TH STREET OVERLAND PARK, KS 66213
Telephone	620-231-3390 X291
CIK	0001548621
SIC Code	5812 - Eating Places
Industry	Restaurants & Bars
Sector	Consumer Cyclical
Fiscal Year	12/25

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 6, 2017**

NPC RESTAURANT HOLDINGS, LLC

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

333-180524-04
(Commission
File Number)

20-4509045
(I.R.S. Employer
Identification No.)

7300 West 129th Street
Overland Park, Kansas 66213
(Address of principal executive office)(Zip Code)

(913) 327-5555
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

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))
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Item 1.01. Entry into a Material Definitive Agreement.

On March 6, 2017, NPC Quality Burgers, Inc., a wholly-owned subsidiary of NPC International, Inc. (the "Company") and an indirect wholly-owned subsidiary of NPC Restaurant Holdings, LLC, entered into an asset purchase agreement with Valenti Mid-Atlantic Management, LLC ("Valenti") to acquire 62 Wendy's restaurants for \$52.6 million, plus amounts for working capital. The units to be acquired are located in south central Pennsylvania in and around Harrisburg and Allentown, Pennsylvania. The Company also agreed to acquire six fee property locations from affiliates of Valenti for \$3.6 million. As part of the transaction, the Company plans to remodel certain acquired and existing restaurants in Wendy's new Image Activation format.

The closing of the acquisition is subject to a number of closing conditions, including the approval of The Wendy's Company.

Item 7.01. Regulation FD Disclosure

On March 9, 2017, the Company issued a press release announcing the signing of the asset purchase agreement. The Company hereby furnishes the information set forth in the press release issued on March 9, 2017, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information in this Item 7.01 and Exhibit 99.1 hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as and when expressly set forth by such specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Number</u>	<u>Description</u>
99.1	Press Release dated March 9, 2017, issued by NPC International, Inc.

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.

NPC RESTAURANT HOLDINGS, LLC

By: /s/ Troy D. Cook

Troy D. Cook

Executive Vice President—Finance and Chief Financial
Officer

Date: March 9, 2017

INDEX TO EXHIBITS

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release dated March 9, 2017, issued by NPC International, Inc.



NPC INTERNATIONAL, INC. ANNOUNCES AGREEMENT TO ACQUIRE 62 WENDY'S UNITS FROM WENDY'S FRANCHISEE

Overland Park, Kansas, (March 9, 2017) - NPC announced today that it has entered into an agreement with Valenti Mid-Atlantic Management, LLC (Valenti) to acquire 62 Wendy's restaurants for \$52.6 million, plus amounts for working capital. NPC also agreed to acquire six fee property locations from Valenti Mid-Atlantic Realty for \$3.6 million. As part of the transaction, NPC plans to remodel certain acquired restaurants in Wendy's new Image Activation format.

This acquisition is expected to be funded primarily with available cash on hand and borrowings on NPC's \$110 million revolver. The restaurants will be owned and operated by NPC's wholly-owned subsidiary, NPC Quality Burgers, Inc., which entered into the asset purchase agreement to acquire the restaurants.

The units to be acquired are located in south central Pennsylvania in and around Harrisburg and Allentown, Pennsylvania. According to information provided to NPC, the restaurants generated approximately \$93 million in net product sales during the 52 weeks ended December 25, 2016. NPC expects the closing to occur in late April, subject to customary closing conditions, including the approval of The Wendy's Company.

Jim Schwartz, Chairman and CEO of NPC International, Inc. said, "We are excited to further our growth in the Wendy's system with the acquisition of this unique market in the mid-Atlantic. This market will leverage our existing Wendy's infrastructure and is a natural extension of our holdings in North Carolina. This acquisition will be our seventh acquisition in the Wendy's system since 2013 and will increase our holdings to 246 restaurants with expected annual revenues exceeding \$350 million, or approximately 30% of our total consolidated revenues."

NPC International, Inc. is the world's largest Pizza Hut franchisee and currently operates 1,152 Pizza Hut restaurants and delivery units in 27 states and 184 Wendy's units in 5 states.

Cautionary Statement Regarding Forward-Looking Statements

Certain statements contained in this news release that do not relate to historical or current facts constitute forward-looking statements. These include statements regarding our plans and expectations. Forward-looking statements are subject to inherent risks and uncertainties and there can be no assurance that such statements will prove to be correct. Actual results may vary materially from those anticipated in such forward-looking statements as a result of a number of factors, including any delay in or failure to complete the planned acquisition; changes in credit market conditions; lower than anticipated consumer discretionary spending; deterioration in general economic conditions; competition in the quick service restaurant market; adverse changes in food, labor and other costs; price inflation or deflation; our ability to successfully complete acquisitions of additional restaurant units; and other factors. These risks and other risks are described in the filings of NPC Restaurant Holdings, LLC with the Securities and Exchange Commission, including its Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Copies of these filings may be obtained by contacting NPC or may be accessed at www.sec.gov. All forward-looking statements made in this news release are made as of the date hereof. NPC does not intend to update these forward-looking statements and undertakes no duty to any person to provide any such update under any circumstances. Investors are cautioned not to place undue reliance on any forward-looking statements.

*NPC contact:
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