

# FASTENAL CO

## **FORM 8-K** (Current report filing)

Filed 05/01/18 for the Period Ending 05/01/18

Address	2001 THEURER BLVD WINONA, MN, 55987
Telephone	5074545374
CIK	0000815556
Symbol	FAST
SIC Code	5200 - Retail-Building Materials, Hardware, Garden Supply
Industry	Industrial Machinery & Equipment
Sector	Industrials
Fiscal Year	12/31

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) May 1, 2018

**Fastenal Company**  
(Exact name of registrant as specified in its charter)

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**Minnesota**  
(State or other jurisdiction  
of incorporation)

**0-16125**  
(Commission File Number)

**41-0948415**  
(IRS Employer Identification No.)

**2001 Theurer Boulevard, Winona, Minnesota**  
(Address of principal executive offices)

**55987-1500**  
(Zip Code)

Registrant's telephone number, including area code: **(507) 454-5374**

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

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act (17 CFR 230.405) or Rule 12b-2 of the Exchange Act (17 CFR 240.12b-2).

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.

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**Item 7.01. Regulation FD Disclosure.**

On May 1, 2018, Fastenal Company ('Fastenal') issued a news release announcing that it has been notified of an unsolicited 'mini-tender offer' by TRC Capital Corporation ('TRC') to purchase up to 2,000,000 shares of Fastenal's outstanding common stock. Fastenal does not endorse TRC's mini-tender offer and recommends that shareholders reject the offer. The news release is attached hereto as Exhibit 99.1.

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

## INDEX TO EXHIBITS

Exhibit Number	Description of Document
99.1	<a href="#">Press Release dated May 1, 2018</a>

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**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.

**Fastenal Company**

\_\_\_\_\_  
(Registrant)

May 1, 2018

\_\_\_\_\_  
(Date)

By:

/s/ **SHERYL A. LISOWSKI**

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Sheryl A. Lisowski  
*Controller, Chief Accounting Officer, and Treasurer*

## **Fastenal Company Recommends Rejection of Below-Market-Price Mini-Tender Offer by TRC Capital Corporation**

WINONA, Minn., May 1, 2018 (GLOBE NEWSWIRE) - Fastenal Company (Nasdaq: FAST) has been notified of an unsolicited 'mini-tender offer' made by TRC Capital Corporation ("TRC") to Fastenal's shareholders to purchase up to 2,000,000 shares of Fastenal's common stock at a price of \$48.63 per share. TRC's offer price represents a discount of \$2.39 per share, or 4.68 percent, below Fastenal's closing price of \$51.02 on April 27, 2018, the last trading day prior to the date of the offer. The shares sought by TRC represent approximately 0.695 percent of Fastenal's total outstanding shares of common stock.

The Securities and Exchange Commission (SEC) has issued an investor alert regarding mini-tender offers, noting that in making the offers at below-market prices bidders are "hoping that they will catch investors off guard if the investors do not compare the offer price to the current market price." The SEC's investor alert can be found on the SEC website at <http://www.sec.gov/investor/pubs/minitend.htm>.

According to the SEC, mini-tender offers are for less than 5 percent of a company's stock and typically do not provide the same investor protections required of larger tender offers, including the filing of disclosure and other tender offer documents with the SEC and other procedures mandated by U.S. securities laws.

Fastenal recommends that shareholders not tender their shares because the offer price is below Fastenal's current share price, and urges shareholders to obtain current market quotations for their shares of Fastenal common stock, consult with their financial advisor and exercise caution with respect to TRC's offer.

Fastenal does not endorse this unsolicited mini-tender offer, and Fastenal is not associated in any way with TRC, the mini-tender offer, or the offer documentation. Fastenal shareholders who already have tendered their shares are advised that they may withdraw their shares by providing the written notice described in the TRC offering documents prior to the expiration of the offer, currently scheduled for 12:01 a.m., New York City time, on May 30, 2018.

Fastenal sells different types of industrial and construction supplies in the following product categories: threaded fasteners and miscellaneous supplies; tools; metal cutting tool blades and abrasives; fluid transfer components and accessories for hydraulic and pneumatic power; material handling; storage and packaging products; janitorial, chemical and paint products; electrical supplies; welding supplies; safety supplies; metals, alloys and materials; and office supplies.

The company operates more than 3,000 in-market locations, including more than 2,300 branches and approximately 700 Onsite locations, located primarily in North America, with additional locations in Asia, Europe, Central and South America, and Africa. We supplement these locations with point-of-use replenishment solutions such as industrial vending and bin stocks (Fastenal Managed Inventory, or FMI<sup>®</sup>). These local channels are supported by 14 distribution centers spanning North America: eleven in the United States (Minnesota, Indiana, Ohio, Pennsylvania, Texas, Georgia, Washington, California, Utah, North Carolina, and Kansas) and three outside the U.S. (Ontario, Canada; Alberta, Canada; and Nuevo León, Mexico).

Additional information regarding Fastenal is available on the Fastenal Company website at [www.fastenal.com](http://www.fastenal.com).

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