

HILL-ROM HOLDINGS, INC.

FORM 8-K (Current report filing)

Filed 06/27/17 for the Period Ending 06/27/17

Address	TWO PRUDENTIAL PLAZA, SUITE 4100 180 NORTH STETSON AVENUE CHICAGO, IL 60601
Telephone	(312) 819-7200
CIK	0000047518
Symbol	HRC
SIC Code	3841 - Surgical and Medical Instruments and Apparatus
Industry	Medical Equipment, Supplies & Distribution
Sector	Healthcare
Fiscal Year	09/30

**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): **June 27, 2017**

HILL-ROM HOLDINGS, INC.

(Exact Name of Registrant as Specified in Charter)

Indiana

(State or other jurisdiction
of incorporation)

1-6651

(Commission File Number)

35-1160484

(IRS Employer Identification No.)

**Two Prudential Plaza
Suite 4100
Chicago, Illinois**

(Address of principal executive offices)

60601

(Zip Code)

Registrant's telephone number, including area code: **(312) 819-7200**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 2.05. Costs Associated with Exit or Disposal Activities.

On June 27, 2017, V ö lker GmbH, a wholly-owned indirect subsidiary of Hill-Rom Holdings, Inc. (the “Corporation”), and an affiliate of CoBe Capital entered into an agreement to sell certain assets relating to the Corporation’s V ö lker brand portfolio, subject to the satisfaction of customary closing conditions (the “V ö lker Divestiture”). The Corporation anticipates that it will incur after tax charges of approximately \$30 million relating to the V ö lker Divestiture mainly in the second half of fiscal 2017 including: (i) impairment charges of approximately \$25 million relating mainly to non-cash write-downs of long-lived assets and working capital associated with the V ö lker brand portfolio; and (ii) transaction related costs of approximately \$5 million.

Item 2.06. Material Impairments.

As noted above in Item 2.05, in connection with the V ö lker Divestiture, the Corporation anticipates that during the second half of fiscal 2017 it will record impairment charges of approximately \$25 million relating mainly to non-cash write-downs of long-lived assets and working capital associated with the V ö lker brand portfolio.

Item 7.01. Regulation FD Disclosure.

On June 27, 2017, the Corporation issued a press release announcing the V ö lker Divestiture . A copy of the Corporation’s press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 7.01.

The information contained in this Item 7.01 and in the accompanying Exhibit 99.1 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 Press release of Hill-Rom Holdings, Inc., dated June 27, 2017 entitled “Hill-Rom Announces Entry into Agreement to Divest V ö lker Business”

The press release may contain hypertext links to information on our website. The information on our website is not incorporated by reference into this Current Report on Form 8-K and does not constitute a part of this Current Report on Form 8-K.

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.

HILL-ROM HOLDINGS, INC.

DATE: June 27, 2017

BY: /s/ Deborah Rasin
Deborah Rasin
Senior Vice President
Chief Legal Officer and Secretary

EXHIBIT INDEX

Exhibit No.

Exhibit

99.1	Press release of Hill-Rom Holdings, Inc., dated June 27, 2017 entitled "Hill-Rom Announces Entry into Agreement to Divest Völker Business"
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**CONTACT INFORMATION****Investor Relations**

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Media

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HILL-ROM ANNOUNCES ENTRY INTO AGREEMENT TO DIVEST VÖLKER BUSINESS

CHICAGO, June 27, 2017 –Hill-Rom Holdings, Inc. (NYSE: HRC), today announced that it has entered an agreement to sell its Völker business, which primarily serves the European long-term care bed market, to an affiliate of CoBe Capital. Under the terms of the transaction, the CoBe affiliate will acquire all of Völker’s assets and assume the operations and employees at Völker’s current location in Witten, North-Westphalia, Germany. Subject to certain regulatory approvals and other customary closing conditions, the companies expect to close the transaction during Hill-Rom’s fiscal fourth quarter. Financial terms were not disclosed.

“This transaction reflects Hill-Rom’s ongoing efforts to optimize our portfolio and direct investment, resources and focus on key, strategic growth platforms,” said Hill-Rom President and CEO John J. Greisch.

Völker, with 2016 annual revenue of approximately \$40 million, is one of Germany’s premier producers of hospital and long-term care beds. The company was acquired by Hill-Rom in 2012 and offers products and solutions under the Völker brand focused on providing active patient-centered care. In connection with this transaction, Hill-Rom expects to record an after-tax special charge of approximately \$30 million, principally for the non-cash write down of assets and transaction related costs.

In addition to the divestiture of Völker, Hill-Rom previously completed the sale of other non-core assets, including its Architectural Products and WatchChild businesses. Collectively, the three businesses generated 2016 annual revenue of approximately \$75 million.

About Hill-Rom Holdings, Inc.

Hill-Rom is a leading global medical technology company with more than 10,000 employees worldwide. We partner with health care providers in more than 100 countries, across all care settings, by focusing on patient care solutions that improve clinical and economic outcomes in five core areas: Advancing Mobility, Wound Care and Prevention, Patient Monitoring and Diagnostics, Surgical Safety and Efficiency and Respiratory Health. Hill-Rom's people, products and programs work towards one mission: Every day, around the world, we enhance outcomes for patients and their caregivers. Visit www.hill-rom.com for more information.

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