

LMI AEROSPACE INC

FORM 8-K (Current report filing)

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Address 411 FOUNTAIN LAKES BLVD.
ST CHARLES, MO 63301
Telephone 636-946-6525
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Industry Aerospace & Defense
Sector Industrials
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**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 8, 2017

LMI AEROSPACE, INC.

(Exact Name of Registrant as Specified in Its Charter)

Missouri
(State or Other Jurisdiction of Incorporation)

0-24293
(Commission File Number)

43-1309065
(IRS Employer Identification No.)

411 Fountain Lakes Blvd., St. Charles, Missouri
(Address of Principal Executive Offices)

63301
(Zip Code)

(636) 946-6525
(Registrant's Telephone Number, Including Area Code)

(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 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.

Section 5 - Corporate Governance and Management

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 8, 2017, LMI Aerospace, Inc. (the “Company”) held a Special Meeting of Shareholders of the Company (the “Special Meeting”). As of April 21, 2017, the Company’s record date for the Special Meeting, there were a total of 13,694,093 shares of the Company’s common stock outstanding and entitled to vote at the Special Meeting. At the Special Meeting, [10,508,096] shares of the Company’s common stock were represented in person or by proxy and, therefore, a quorum was present.

The final results for each of the proposals submitted to a vote of shareholders at the Special Meeting are set forth below. The proposals are described in the Company’s definitive proxy statement for the Special Meeting filed with the Securities and Exchange Commission on April 24, 2017.

Proposal 1: To adopt the Agreement and Plan of Merger, dated as of February 16, 2017 (the “Merger Agreement”) by and among Sonaca S.A., Sonaca USA Inc., Luminance Merger Sub, Inc. and the Company, as it may be amended from time to time, and approve the transactions contemplated thereby.

For	Against	Abstain	Broker Non-Votes
10,447,164	56,193	4,739	—

Proposal 2: To adjourn the Special Meeting to a later date, if necessary or appropriate, to solicit additional proxies if there are insufficient votes to adopt the Merger Agreement and approve the transactions contemplated thereby at the time of the Special Meeting.

For	Against	Abstain	Broker Non-Votes
10,321,635	183,072	3,389	—

Proposal 3: To approve, by non-binding, advisory vote, certain compensation that may become payable to the Company’s named executive officers in connection with the merger.

For	Against	Abstain	Broker Non-Votes
9,589,610	854,589	63,897	—

No other proposals were submitted for shareholder action.

Each of the proposals was approved by the requisite holders of the Company’s common stock. Adjournment of the Special Meeting was not necessary or appropriate because there were sufficient votes at the time of the Special Meeting to approve the proposal to adopt the Merger Agreement.

Section 8 - Other Events

Item 8.01 Other Events

On June 8, 2017, the Company issued a press release announcing the results of the Special Meeting. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Section 9 - Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

See the Exhibit Index, which is hereby incorporated by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 8, 2017

LMI AEROSPACE, INC.

By: /s/ Clifford C. Stebe, Jr.

Clifford C. Stebe, Jr.

Chief Financial Officer

EXHIBIT INDEX

Exhibit Number

Description

99.1

LMI Aerospace, Inc. Press Release issued June 8, 2017.



LMI Aerospace Shareholders Approve Merger Agreement for Acquisition by Sonaca Group

- Key milestone to create a global aerostructures leader
- Transaction expected to close by end of June pending remaining regulatory approvals
- More than 99.4 percent of voting shareholders approved merger

ST. LOUIS, June 8, 2017 - LMI Aerospace Inc. (Nasdaq: LMIA) shareholders, at a special meeting held today, approved the merger agreement for the Sonaca Group's acquisition of LMI. Under the terms of the agreement, LMI shareholders will be entitled to receive \$14 per share in cash at the closing of the transaction.

"Shareholder approval is an essential milestone toward closing this transaction," said Dan Korte, LMI Aerospace chief executive officer. "With the strong support our shareholders gave today, we are one step closer to building a bright future together with the Sonaca Group."

"We look forward to welcoming LMI Aerospace to the Sonaca Group," said Bernard Delvaux, Sonaca chief executive officer. "As complementary businesses with different core customers, we see opportunities to combine our strengths to better serve our customers and expand our market access globally."

Approximately 76.7 percent of outstanding shares voted, with more than 99.4 percent of votes cast in favor of the merger agreement and related transactions. LMI shareholders also approved, on an advisory (non-binding) basis, certain compensation that may be paid or become payable to LMI's named executive officers in connection with the transaction. LMI will file with the Securities and Exchange Commission Form 8-K with the final voting results on all agenda items. This document also will be available at <http://ir.lmiaerospace.com/>.

The transaction is subject to customary closing conditions, including required regulatory approvals. Closing is expected by the end of June 2017.

About LMI Aerospace

LMI Aerospace Inc. is a leading supplier of structural assemblies, kits and components and provider of engineering services to the commercial, business and regional, and military aerospace markets. Manufacturing more than 40,000 products for a variety of platforms and providing turnkey engineering capabilities to support aircraft lifecycles, LMI offers complete, integrated solutions in aerostructures, engineering and program management. Headquartered in St. Louis, LMI has 21 locations across the United States and in Mexico, the United Kingdom and Sri Lanka. For more information, visit: www.lmiaerospace.com

About Sonaca Group

Sonaca Group is a global Belgian company active in the development, manufacturing and assembly of advanced structures for civil, military and space markets. The group is especially known for its capability to design and produce advanced structures such as wing movables and complex fuselages. Headquartered in Gosselies, Belgium, it has production facilities in China, Romania, Canada and Brazil. Sonaca Group also supplies engineering services, large sheet metal elements, wing panels, composite structures and machined components. For more information, visit www.sonaca.com.

Forward-looking Statements

This news release may include forward-looking statements with respect to the proposed merger between LMI and the Sonaca Group. Where, in any forward-looking statement, LMI or its management expresses an expectation or belief as to future results or actions, there can be no assurance that the statement of expectation or belief will result or be achieved or accomplished. Such forward-looking statements are not guarantees and are inherently subject to various risks and uncertainties, many of which are beyond LMI's ability to control or predict, that could cause actual results and events to differ materially from the forward-looking statements. These risks and uncertainties may include, among other things, uncertainties and risks arising from the announcement of and failure to consummate the proposed merger transaction or realize the benefits contemplated therefrom, and the satisfaction of the closing conditions for the merger, including receipt and timing of regulatory approvals of the merger, as well as those Risk Factors detailed in LMI's Annual Report on Form 10-K/A (Amendment No. 1) for the fiscal year ended December 31, 2016, as filed with the SEC on April 4, 2017, and any risk factors set forth in LMI's other filings with the Securities and Exchange Commission. Any forward-looking statements included in this document are only made as of the date of this document and LMI disclaims any obligation to publicly update any forward-looking statement to reflect subsequent events or circumstances.

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