

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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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): May 22, 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 (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))

Section 8 - Other Events

Item 8.01. Other Events

On February 16, 2017, LMI Aerospace, Inc. (the "Company"), entered into an Agreement and Plan of Merger (the "Merger Agreement") with Sonaca S.A., a limited liability company validly existing under the laws of Belgium (the "Parent"), Sonaca USA Inc., a Delaware corporation and direct, wholly-owned subsidiary of Parent, and Luminance Merger Sub, Inc., a Missouri corporation and an indirect, wholly-owned subsidiary of the Parent, relating to the proposed acquisition of the Company by Parent, on the terms and subject to the conditions set forth in the Merger Agreement (the "Merger").

On May 22, 2017, in connection with and conditional upon the consummation of the Merger as further described, and upon certain other conditions set forth, in the Notice of Optional Redemption (the "Conditions Precedent"), the Company provided the holders of all of the outstanding 7.375% Second-Priority Senior Secured Notes due 2019 (the "Outstanding Notes") issued under the Indenture, dated as of June 19, 2014, among the Company, the guarantors party thereto, U.S. Bank National Association in its capacity as trustee, and U.S. Bank National Association in its capacity as collateral agent (the "Indenture"), a Notice of Optional Redemption whereby the Company has elected to redeem all of the Outstanding Notes during the period described therein, subject to the satisfaction of the Conditions Precedent. As further described in the Notice of Optional Redemption, in the Company's discretion, the redemption may be delayed until the Conditions Precedent are satisfied (or waived by the Company in its sole discretion), or the redemption may not occur and the Notice of Optional Redemption may be rescinded in the event that the Conditions Precedent are not satisfied (or waived by the Company in its sole discretion) by the Redemption Date (as defined in the Notice of Optional Redemption). In addition, whether or not the Conditions Precedent are satisfied by the Redemption Date, the Company reserves the right to take any other actions with respect to the Outstanding Notes, including satisfying and discharging the Outstanding Notes or redeeming the Outstanding Notes at a later date.

The redemption price with respect to any redeemed Outstanding Notes will be equal to 103.688% of the principal amount of such note, plus accrued but unpaid interest thereon to the Redemption Date.

This report does not constitute a notice of redemption under the Indenture nor an offer to tender for, or purchase, any notes or any other security. There can be no assurances that the Conditions Precedent will be satisfied or that the redemption will occur.

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, the registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 22, 2017

LMI AEROSPACE, INC.

By: /s/ Clifford C. Stebe, Jr.
Clifford C. Stebe, Jr.
Chief Financial Officer

Exhibit Index

Exhibit	Description
99.1	LMI Aerospace, Inc. Notice of Optional Redemption of 7.375% Second-Priority Senior Secured Notes due 2019.

NOTICE OF OPTIONAL REDEMPTION

LMI AEROSPACE, INC.

7.375% Second-Priority Senior Secured Notes due 2019
(CUSIP No. 502079 AB2; ISIN No. US502079AB24)

Pursuant to Section 3.03 of the Indenture dated as of June 19, 2014 (the “*Indenture*”), by and among LMI Aerospace, Inc. (the “*Issuer*”), the Guarantors (as defined therein) and U.S. Bank National Association, as trustee (the “*Trustee*”), collateral agent, registrar and paying agent (the “*Paying Agent*”), notice is hereby given that the Issuer has elected to effect an optional redemption, subject to the satisfaction of the Conditions Precedent (as defined below), of the remaining \$224,175,000 in aggregate principal amount of the Issuer’s outstanding 7.375% Second-Priority Senior Secured Notes due 2019 (the “*Notes*”) on the Redemption Date (as defined below and as may be delayed as further described below) and at the Redemption Price (as defined below) in accordance with Section 3.07(b) of the Indenture. Capitalized terms used and not otherwise defined have the meanings set forth in the Indenture.

Subject to the Conditions Precedent (as defined below), all outstanding Notes are called for redemption on June 22, 2017 or, if the Conditions Precedent set forth below are not satisfied as provided below on or prior to June 22, 2017, such later date (but not later than July 21, 2017) as such conditions precedent are so satisfied (the “*Redemption Date*”), at a redemption price equal to 103.688% of the principal amount thereof, plus accrued and unpaid interest to the Redemption Date (the “*Redemption Price*”).

The redemption is subject to the satisfaction (or waiver by the Issuer in its sole discretion) of each of the following conditions precedent (the “*Conditions Precedent*”): (a) the consummation (as and when determined by the Issuer, and as and to the extent the Issuer shall require, in each case in its sole and absolute discretion) on or prior to June 22, 2017 (or such later date on or prior to July 21, 2017 as may be determined by the Issuer in its sole and absolute discretion) of the closing of the merger of Luminance Merger Sub, Inc., a Missouri corporation (the “*Merger Sub*”), with and into the Issuer, with the Issuer continuing as the surviving corporation in the merger (the “*Merger*”), upon such terms and conditions as are satisfactory in all respects to the Issuer in its sole and absolute discretion, including, without limitation, as set forth in the Agreement and Plan of Merger dated as of February 16, 2017, by and among Sonaca S.A., Sonaca USA Inc., the Merger Sub and the Issuer or as set forth in any agreement or other document relating to the Merger, and (b) (i) the Issuer has obtained all applicable consents or waivers of the lenders under the Credit Agreement, dated as of June 19, 2014, by and among the Issuer and the lenders from time to time parties thereto, as amended (the “*Credit Facility*”), to the extent required under the Credit Facility, or (ii) the Credit Facility has been terminated pursuant to its terms.

In the Issuer’s discretion, the Redemption Date may be delayed until such time as any or all such Conditions Precedent shall be satisfied (or waived by the Issuer in its sole discretion) as provided above, or the redemption of the Notes pursuant to this Notice of Optional Redemption may not occur and this Notice of Optional Redemption may be rescinded in the event that any or all such Conditions Precedent shall not have been satisfied (or waived by the Issuer in its sole discretion) by the Redemption Date, or by the Redemption Date so delayed. If the Conditions Precedent are not satisfied (or waived by the Issuer in its sole discretion) by the Redemption Date, or by the Redemption Date so delayed, or if the Issuer provides written notice to the Trustee and the Holders at any time prior to such date that the Conditions Precedent will not be satisfied (or waived by the Issuer in its sole discretion) as of such date, then this Notice of Optional Redemption shall be rescinded and of no force or effect for any purpose and the Notes will be deemed not to have been called for redemption.

If the Conditions Precedent have been satisfied, interest on the Notes will cease to accrue on and after the Redemption Date, unless the Issuer defaults in making the redemption payment. The only remaining right of Holders of the Notes is to receive payment of the Redemption Price. The Indenture provides that the Notes called for redemption must be surrendered to the Paying Agent in order to collect the Redemption Price; however, since the Notes are evidenced by a Global Note held by the Custodian on behalf of The Depository Trust Company, Holders will not be required to present any Notes. Therefore, payment of the Redemption Price will be transmitted to Holders on the Redemption Date.

Under the provisions of Section 3406 of the Internal Revenue Code of 1986, as amended, paying agents may be obligated to withhold 28% from payments of principal to Noteholders who have failed to furnish the paying agent with a valid taxpayer identification number. Holders of Notes who have not previously provided the paying agent a certified taxpayer identification number on a Form W-9, and who wish to avoid the application of these provisions, should submit a certified taxpayer identification number on a Form W-9 to the paying agent on or prior to June 22, 2017.

The applicable Notes must be surrendered to the Paying Agent in order to collect the Redemption Price at the following address:

If by Mail:
U. S. Bank
Corporate Trust Services
P. O. Box 64111
St. Paul, MN 55164-0111

If by Hand or Overnight Mail:
U. S. Bank
Corporate Trust Services
60 Livingston Ave
1st FL - Bond Drop Window
St. Paul, MN 55107

1-800-934-6802

Capitalized terms used and not otherwise defined in this notice have the meanings ascribed to them in the Indenture.

By: LMI Aerospace, Inc., as Issuer

Dated: May 22, 2017

If any Note contains a CUSIP or ISIN number as provided in Section 2.13 of the Indenture, no representation is being made as to the correctness of the CUSIP or ISIN number, either as printed on the Notes or as contained herein, and reliance may be placed only on the other identification numbers printed on the Notes.