

Edgar Filing: Horizon Global Corp - Form 8-K

Horizon Global Corp  
Form 8-K  
April 04, 2019

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): April 2, 2019

Horizon Global Corporation  
(Exact Name of Registrant as Specified in Charter)

Delaware	001-37427	47-3574483
_____ (State or Other Jurisdiction of Incorporation)	_____ (Commission File Number)	_____ (IRS Employer Identification No.)

2600 West Big Beaver Road, Suite 555, Troy, Michigan	48084
_____ (Address of principal executive offices)	_____ (Zip Code)

Registrant's telephone number, including area code: (248) 593-8820  
\_\_\_\_\_

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 Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (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. ☐



Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 3, 2019, the Board of Directors (the “Board”) of Horizon Global Corporation (the “Company”) increased the size of the Board from seven to nine directors and appointed Frederick A. “Fritz” Henderson, John C. Kennedy, Ryan Langdon, Brett N. Milgrim, Mark D. Weber and Harry J. Wilson to fill the newly created directorships and vacancies created by the director resignations described below, effective immediately. Messrs. Henderson and Wilson will serve in the class of directors whose terms expire at the Company’s 2019 annual meeting of stockholders, Messrs. Langdon and Weber will serve in the class of directors whose terms expire at the Company’s 2020 annual meeting of stockholders and Messrs. Kennedy and Milgrim will serve in the class of directors whose terms expire at the Company’s 2021 annual meeting of stockholders. Messrs. Henderson, Kennedy, Langdon, Milgrim, Weber and Wilson were appointed to the Board in connection with the Company’s new second lien term loan facility.

As non-employee directors, Messrs. Henderson, Kennedy, Langdon, Milgrim, Weber and Wilson will receive compensation in the same manner as the Company’s other non-employee directors, which compensation the Company disclosed in its definitive proxy statement for its 2018 annual meeting of stockholders filed with the Securities and Exchange Commission on April 3, 2018.

Mr. Henderson is the former chair and chief executive officer of Suncoke Energy, Inc. Mr. Kennedy is currently the president and chief executive officer of Autocam Medical. Mr. Langdon is a senior managing director of Newport Global Advisors. Mr. Milgrim is currently the co-chair of Loar Group, Inc. Mr. Weber serves as the chief operating officer of Federal Signal Corporation. Mr. Wilson is the founder and chief executive officer of MAEVA Group, LLC. Additionally, on April 2, 2019, Richard L. DeVore, Scott G. Kunselman, Richard D. Siebert and Maximiliane C. Straub resigned from the Board. The Board expressed its thanks to Messrs. DeVore, Kunselman and Siebert and Ms. Straub for their service to the Board.

A copy of the Company’s press release announcing the appointments of Messrs. Henderson, Kennedy, Langdon, Milgrim, Weber and Wilson, as well as the resignations of Messrs. DeVore, Kunselman and Siebert and Ms. Straub, is attached as Exhibit 99.1 hereto and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is filed herewith:

Exhibit No.	Description
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99.1	<u>Press</u> <u>Release</u> <u>dated</u> <u>April 4,</u> <u>2019</u>
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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.

HORIZON GLOBAL CORPORATION

Date: April 4, 2019 By: /s/ Jay Goldbaum  
Name: Jay Goldbaum  
Title: General Counsel and Corporate Secretary