

OMNICELL, Inc
Form 8-K
March 02, 2015

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): **February 26, 2015**

OMNICELL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

000-33043
(Commission File
Number)

94-3166458
(IRS Employer
Identification Number)

590 E. Middlefield Road

Mountain View, CA 94043

(Address of principal executive offices, including zip code)

(650) 251-6100

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(Registrant's telephone number, including area code)

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))
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Item 1.01 Entry into a Material Definitive Agreement.

On February 26, 2015, Omnicell International, Inc., a wholly-owned subsidiary of Omnicell, Inc. (Omnicell) entered into an agreement with Apotheke Imedisa 2001 S.A., Holger Wallat, Dirk Rolf Beils and Peter Jansen (collectively, the Selling Shareholders) for the purchase of the entire registered share capital of Mach 4 Automatisierungstechnik GmbH (Mach4) (the Share Purchase Agreement). Mach4 is a provider of automated medication management systems to retail and hospital pharmacy customers primarily in Europe, with additional installations in China, the Middle East and Latin America. The contemplated total aggregate consideration is \$18,000,000 in cash, minus existing debt and subject to certain adjustments provided for in the Share Purchase Agreement. The closing of the acquisition is subject to certain closing conditions.

A copy of the press release announcing the execution of the Share Purchase Agreement is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The foregoing description of the Share Purchase Agreement in this Current Report on Form 8-K is qualified in its entirety by reference to the full text of such agreement referenced as Exhibit 2.1, which is incorporated by reference herein. The Share Purchase Agreement contains representations and warranties that the parties to the Share Purchase Agreement made to and solely for the benefit of each other as of specific dates. Those representations and warranties were made solely for purposes of the Share Purchase Agreement and may be subject to important qualifications and limitations agreed to by the parties. Moreover, some of those representations and warranties may not be accurate or complete as of any specified date, may be subject to a standard of materiality provided for in the Share Purchase Agreement and have been used for the purpose of allocating risk among the parties rather than establishing matters as facts.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

- 2.1 Share Purchase Agreement, dated February 26, 2015, among Apotheke Imedisa 2001 S.A., Holger Wallat, Dirk Rolf Beils, Peter Jansen and Omnicell International, Inc.
- 99.1 Press release issued by Omnicell, Inc. on February 26, 2015.

SIGNATURE

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.

OMNICELL, INC.

Dated: March 2, 2015

By:

/s/ Dan S. Johnston
Dan S. Johnston
Executive Vice President and Chief Legal and
Administrative Officer

EXHIBIT INDEX

| Exhibit Number | Exhibit Title or Description |
|-----------------------|--|
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