

M/A-COM Technology Solutions Holdings, Inc.
Form 8-K
December 17, 2014

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): December 15, 2014

M/A-COM Technology Solutions Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-35451
(Commission

File Number)

27-0306875
(I.R.S. Employer

Identification No.)

100 Chelmsford Street

Lowell, Massachusetts
(Address of principal executive offices)

01851
(Zip Code)

Registrant's telephone number, including area code: (978) 656-2500

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))

Item 2.01. Completion of Acquisition or Disposition of Assets.

On December 15, 2014, M/A-COM Technology Solutions Inc. (MACOM), a Delaware corporation and a wholly-owned subsidiary of M/A-COM Technology Solutions Holdings, Inc. (the Company), completed its previously announced merger with BinOptics Corporation (BinOptics), a leading supplier of high performance RF, microwave and millimeter wave products, pursuant to the Agreement and Plan of Merger, dated November 17, 2014 (the Merger Agreement) among MACOM, BinOptics, Borealis Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of MACOM (Merger Sub), and Ithaca Stockholders Agent, LLC, as stockholders agent. Pursuant to the Merger Agreement, Merger Sub merged with and into BinOptics, with BinOptics surviving the merger as a wholly-owned subsidiary of MACOM (the BinOptics Acquisition). In accordance with the Merger Agreement, all of the outstanding equity interests (including outstanding warrants) of BinOptics were exchanged for aggregate consideration of approximately \$230 million in cash, subject customary purchase price adjustments. The Company funded the BinOptics Acquisition with a combination of cash on hand and incurrence of \$100 million of additional indebtedness under its existing \$100 million revolving credit facility.

The foregoing summary of the Merger Agreement and the transactions contemplated thereby does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Merger Agreement filed as Exhibit 2.1 to the Current Report on Form 8-K filed with the SEC on November 19, 2014.

Item 9.01. Financial Statements and Exhibits.

(a) *Financial Statements of Business Acquired.*

The financial statements of BinOptics required by this item will be filed by amendment to this Current Report on Form 8-K no later than 71 calendar days after the date this Current Report on Form 8-K is required to be filed.

(b) *Pro Forma Financial Information.*

The pro forma financial information required by this item will be filed by amendment to this Current Report on Form 8-K no later than 71 calendar days after the date this Current Report on Form 8-K is required to be filed.

(d) *Exhibits.*

**Exhibit
No.**

Description

| | |
|-----|--|
| 2.1 | Agreement and Plan of Merger, dated November 17, 2014, by and among M/A-COM Technology Solutions Inc., BinOptics Corporation, Borealis Merger Sub, Inc. and Ithaca Stockholders Agent, LLC, as stockholders agent (incorporated by reference to Exhibit 2.1 of the Company's Current Report on Form 8-K filed on November 19, 2014)* |
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* Certain schedules have been omitted pursuant to Item 601(b)(2) of Regulation S-K under the Securities Exchange Act of 1934, as amended. The Company hereby undertakes to supplementally furnish copies of any omitted schedules to the SEC upon request.

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.

**M/A-COM TECHNOLOGY SOLUTIONS
HOLDINGS, INC.**

Dated: December 17, 2014

By: /s/ Robert J. McMullan
Robert J. McMullan
Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

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