

LOUISIANA-PACIFIC CORP
Form 8-K
June 01, 2018

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: May 25, 2018

LOUISIANA-PACIFIC CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE	1-7107	93-0609074
		(IRS
(State or other jurisdiction of	Commission	Employer
incorporation or organization)	File Number	Identification
		No.)

414 Union Street, Suite 2000, Nashville, TN 37219
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code: (615) 986-5600

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))

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.

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

Sallie B. Bailey, Executive Vice President and Chief Financial Officer of Louisiana-Pacific Corporation (the “Company”), has given the Company notice that she will retire from the Company, effective as of July 13, 2018. The Company has initiated a search for a permanent Chief Financial Officer to replace Ms. Bailey. To ensure a smooth transition, the Company has entered into a retirement agreement with Ms. Bailey. Pursuant to the terms of the retirement agreement, Ms. Bailey will be entitled to receive, among other things, the following compensation and benefits: a cash amount equal to 18 months’ base salary plus bonus at target under the Company’s 2018 Annual Cash Incentive Award Plan; 18 months’ cash value of COBRA benefits and an additional payment for additional health coverage; treatment of her departure as a retirement for purposes of calculating benefits under the Company’s Supplemental Executive Retirement Plan; continued vesting of certain equity grants of restricted stock and restricted stock units from 2016, 2017, and 2018; up to 18 months of outplacement services; financial planning services through the end of 2019; and tax return preparation services through the end of 2019.

If a permanent successor has not been found by the time Ms. Bailey retires from the Company, it is anticipated that Mike Kinney, age 55, will serve as interim Chief Financial Officer. Mr. Kinney, a 32-year veteran of the Company, is currently the Company’s Director of Investor Relations and Treasurer.

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.

LOUISIANA-PACIFIC CORPORATION
Date: June 1, 2018 By /s/ Timothy Mann, Jr.
Timothy Mann, Jr.
Executive Vice President and General Counsel

ext-align: right">4.94%12.type of reporting person (See Instructions)OO

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names of reporting persons

i.r.s. identification no. of above persons (entities only)

1.

Peter M. Collery

2. check the appropriate box if a group* (a) x
(b) o
sec use only

3.

citizenship or place of organization

4. **United States of America**

number of shares beneficially owned by each reporting person with:

5. sole voting power	0
6. shared voting power	447,591
7. sole dispositive power	0
8. shared dispositive power	447,591

9. aggregate amount beneficially owned by each reporting person 447,591

10. check box if the aggregate amount in row (9) excludes certain shares (See Instructions) o

11. percent of class represented by amount in row (9) 4.94%

12. type of reporting person (See Instructions) IN

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names of reporting persons

i.r.s. identification no. of above persons (entities only)

1.

Neil H. Koffler

2. check the appropriate box if a group* (a) x
(b) o
sec use only

3.

citizenship or place of organization

4. **United States of America**

number of shares beneficially owned by each reporting person with:

5. sole voting power	0
6. shared voting power	447,591
7. sole dispositive power	0
8. shared dispositive power	447,591

9. aggregate amount beneficially owned by each reporting person 447,591

10. check box if the aggregate amount in row (9) excludes certain shares (See Instructions) o

11. percent of class represented by amount in row (9) 4.94%

12. type of reporting person (See Instructions) IN

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names of reporting persons

i.r.s. identification no. of above persons (entities only)

1.

John T. Bird

2. check the appropriate box if a group* (a) (b)
sec use only

3.

citizenship or place of organization

4. **United States of America**

number of shares beneficially owned by each reporting person with:

5. sole voting power	0
6. shared voting power	447,591
7. sole dispositive power	0
8. shared dispositive power	447,591

9. aggregate amount beneficially owned by each reporting person 447,591

10. check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

11. percent of class represented by amount in row (9) 4.94%

12. type of reporting person (See Instructions) IN

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names of reporting persons

i.r.s. identification no. of above persons (entities only)

1.

David A. Hurwitz

2. check the appropriate box if a group* (a) (b)
sec use only

3.

citizenship or place of organization

4. **United States of America**

number of shares beneficially owned by each reporting person with:

5. sole voting power	0
6. shared voting power	447,591
7. sole dispositive power	0
8. shared dispositive power	447,591

9. aggregate amount beneficially owned by each reporting person 447,591

10. check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

11. percent of class represented by amount in row (9) 4.94%

12. type of reporting person (See Instructions) IN

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Item 1.

(a) Name of Issuer: **Soligenix, Inc.**

Address of

(b) Issuer's Principal Executive Offices: **29 Emmons Drive, Suite C-10**

Princeton, NJ 08540

Item 2.

This Schedule 13G/A (the "Schedule") is being filed with respect to shares of Common Stock (par value of \$0.001) of Soligenix, Inc. (the "Issuer") which are or were beneficially owned by the following reporting persons:

- (i) **SC Fundamental Value Fund, L.P.**
- (ii) **SC Fundamental LLC**
- (iii) **Peter M. Collery**
- (iv) **Neil H. Koffler**

Name of

(a) Person Filing: (v) **John T. Bird and**

David A. Hurwitz (together, the "Reporting Persons"). This Form is being filed by SC Fundamental Value Fund, LP (the "Fund") on behalf of itself and SC Fundamental, LLC (the "General Partner") and Peter M. Collery ("Collery"), Neil H. Koffler ("Koffler"), John T. Bird ("Bird") and David A. Hurwitz ("Hurwitz"). Collery is the President and a member of the General Partner and the Trustee of the Plan and Koffler, Bird and Hurwitz are Vice Presidents and members of the General Partner.

(b) Address of Principal Business Office or, if none, Residence: **The principal business office of each of SC Fundamental Value Fund, L.P., SC Fundamental LLC, Peter M. Collery, Neil H. Koffler, John T. Bird and David A. Hurwitz is:
747 Third Avenue, 27th Floor
New York, New York 10017**

(c), (d) and (e): **For information with respect to citizenship or place of organization of each of the Reporting Persons, title of class of securities and CUSIP number for the shares held by such persons, see the appropriate cover page above.**

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Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

(a)-(c) The response of each of the Reporting Persons to Items 5 through 12 of each of their respective Cover Sheets which relate to the beneficial and percentage ownership of the Common Stock of the Issuer is incorporated herein by reference to the appropriate Cover Sheets above. The percentage ownership of the Reporting Persons is based on the 8,730,640 outstanding shares of Common Stock of the Issuer (as of November 3, 2017) as disclosed on the Issuer's 10-Q Report, dated November 7, 2017. The General Partner is filing on behalf of the Fund, which owns 123,741 shares of Common Stock of the Issuer and 323,850 warrants of the Issuer that are exercisable into shares of Common Stock of the Issuer. Coltery, Koffler, Bird and Hurwitz are each members of the General Partner.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

See Exhibit No. 2 hereto.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

The following certification shall be included if the statement is filed pursuant to §240.13d-1(c):

(a) By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2018

SC FUNDAMENTAL
VALUE FUND, L.P.

By: SC Fundamental
LLC, its General
Partner

By: /s/ Neil H. Koffler
Name: Neil H. Koffler
Title: Member

SC FUNDAMENTAL
LLC

By: /s/ Neil H. Koffler
Name: Neil H. Koffler
Title: Member

/s/ Neil H. Koffler
Neil H. Koffler as
Attorney-in-Fact for
Peter M. Collery (1)

/s/ Neil H. Koffler
Neil H. Koffler

/s/ Neil Koffler
Neil H. Koffler as
Attorney-in-Fact for
John T. Bird (2)

/s/ Neil Koffler
Neil H. Koffler as
Attorney-in-Fact for
David A. Hurwitz (3)

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Executed by Neil H. Koffler as Attorney-in-Fact for Peter M. Collery. The Power of Attorney for Mr. Collery is (1) attached as Exhibit 3 to the Statement on Schedule 13G with respect to the Common Stock of Trans World Corporation, filed on January 24, 2013, and is incorporated herein by reference.

Executed by Neil H. Koffler as Attorney-in-Fact for John T. Bird. The Power of Attorney for Mr. Bird is attached (2) as Exhibit 3 to the Statement on Schedule 13G with respect to the Common Stock of First Financial Northwest Inc., filed on September 14, 2011, and is incorporated herein by reference.

Executed by Neil H. Koffler as Attorney-in-Fact for David A. Hurwitz. The Power of Attorney for Mr. Hurwitz is (3) attached as Exhibit 4 to the Statement on Schedule 13G with respect to the Common Stock of First Financial Northwest Inc., filed on September 14, 2011, and is incorporated herein by reference.

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)