

OWENS & MINOR INC/VA/
Form 8-K
August 07, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): August 7, 2018

Owens & Minor, Inc.
(Exact name of registrant as specified in its charter)

Virginia	1-9810	54-1701843
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

9120 Lockwood Blvd., Mechanicsville, Virginia 23116
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code (804) 723-7000
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 (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 2.02 Results of Operations and Financial Condition.

On August 7, 2018, Owens & Minor, Inc. (the “Company”) issued a press release regarding its financial results for the second quarter and six months ended June 30, 2018. The Company is furnishing the press release attached hereto as Exhibit 99.1 pursuant to Item 2.02 of Form 8-K. In accordance with General Instruction B.2 of Form 8-K, the information in this Item 2.02, including Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 7.01. Regulation FD Disclosure

On August 7, 2018, Owens & Minor, Inc. posted an earnings presentation on the Investor Relations section of its website.

Owens & Minor, Inc. is providing in this Current Report on Form 8-K certain unaudited reclassified summary segment financial information for the first quarter of 2018 and the years ended December 31, 2017 and 2016 and for each of the quarters for the year ended December 31, 2017, to reflect the change in the Company's measure of segment operating income to exclude acquisition-related intangible amortization effective during the second quarter of 2018. The Company did not use this measure of operating income for any of these prior periods and has begun to report comparative results using this new measure with the filing of its Quarterly Report on Form 10-Q for the quarter ended June 30, 2018.

The Company is furnishing the earnings presentation and summary segment financial information attached hereto as Exhibits 99.2 and 99.3 pursuant to Item 7.01 of Form 8-K. In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01, including Exhibit 99.2 and 99.3, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press Release issued by the Company on August 7, 2018

99.2 Earnings presentation, dated August 7, 2018

99.3 Unaudited reclassified summary segment financial information for Owens & Minor, Inc. and its subsidiaries for the first quarter of 2018 and the fiscal years ended December 31, 2017 and 2016 and each of the quarters for the year ended December 31, 2017 (furnished pursuant to Item 7.01)

SIGNATURE

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 thereunto duly authorized.

OWENS & MINOR, INC.

Date: August 7, 2018 By: /s/ Nicholas J. Pace

Name: Nicholas J. Pace

Title: Executive Vice President, General Counsel and Corporate Secretary

Exhibit Index

Exhibit No.	Description
99.1	<u>Press Release issued by the Company on August 7, 2018</u>
99.2	<u>Earnings presentation, dated August 7, 2018</u>
99.3	<u>Unaudited reclassified summary segment financial information for Owens & Minor, Inc. and its subsidiaries for the first quarter of 2018 and the fiscal years ended December 31, 2017 and 2016 and each of the quarters for the year ended December 31, 2017 (furnished pursuant to Item 7.01)</u>