

TELEFLEX INC
Form 8-K
August 03, 2017

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 3, 2017

TELEFLEX INCORPORATED
(Exact name of Registrant as Specified in Its Charter)

Delaware	1-5353	23-1147939
(State or Other Jurisdiction of Incorporation or Organization)	(Commission File Number)	(IRS Employer Identification No.)

550 East Swedesford Road, Suite 400, Wayne, Pennsylvania	19087
(Address of Principal Executive Offices)	(Zip Code)

Registrant's Telephone Number, Including Area Code	(610) 225-6800
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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 2.02. Results of Operations and Financial Condition.

On August 3, 2017, Teleflex Incorporated (the “Company”) issued a press release (the “Press Release”) announcing its financial results for the quarter ended July 2, 2017. A copy of the Press Release is furnished as Exhibit 99.1 to this Current Report.

In addition to the financial information included in the Press Release that has been prepared in accordance with generally accepted accounting principles in the United States (“GAAP”), the Press Release includes certain non-GAAP financial measures. These measures include adjusted diluted earnings per share and constant currency revenue growth. Adjusted diluted earnings per share excludes, depending on the period presented, (i) restructuring and other impairment charges; (ii) certain losses and other charges, including, for 2017, costs related to the Company's acquisition of Vascular Solutions, facility consolidation costs and income associated with a litigation settlement and, for 2016, charges primarily related to facility consolidation costs; (iii) amortization of the debt discount on the Company's convertible notes; (iv) intangible amortization expense; (v) tax benefits resulting primarily from the expiration of applicable statutes of limitations for prior year returns, the resolution of audits, the filing of amended returns with respect to prior tax years and/or tax law changes affecting the Company's deferred tax liability; and (vi) loss on extinguishment of debt. In addition, the calculation of diluted shares within adjusted earnings per share gives effect to the anti-dilutive impact of the Company's convertible note hedge agreements, which reduce the potential economic dilution that otherwise would occur upon conversion of the Company's senior subordinated convertible notes (under GAAP, the anti-dilutive impact of the convertible note hedge agreements is not reflected in diluted shares). Constant currency revenue and growth exclude the impact of translating the results of international subsidiaries at different currency exchange rates from period to period. The Press Release includes a reconciliation of these non-GAAP financial measures to the most directly comparable GAAP financial measures.

Management believes these non-GAAP financial measures are useful to investors because they eliminate items that do not reflect the Company's day-to-day operations and, as a result, they facilitate comparisons of financial results exclusive of items that can fluctuate in a manner that may not reflect the performance of the Company's business. In addition, management believes that the calculation of non-GAAP diluted shares is useful to investors because it provides insight into the offsetting economic effect of the convertible note hedge against conversions of the convertible notes. Management uses these financial measures for internal managerial purposes, when publicly providing guidance on possible future results and to assist in our evaluation of period-to-period comparisons. However, such non-GAAP measures should be considered in addition to, not as a substitute for, or superior to other financial measures prepared in accordance with GAAP. Additionally, such non-GAAP financial measures as presented by the Company may not be comparable to similarly titled measures reported by other companies.

The information furnished pursuant to Item 2.02 of this Current Report, including Exhibit 99.1 hereto, shall not be considered “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of such section, nor shall it be incorporated by reference into future filings by the Company under the Securities Act of 1933, as amended, or under the Securities Exchange Act of 1934, as amended, unless the Company expressly sets forth in such future filing that such information is to be considered “filed” or incorporated by reference therein.

Item 7.01. Regulation FD Disclosure.

In connection with the conference call to be held by the Company on August 3, 2017 to discuss its financial results for the quarter ended July 2, 2017, the Company plans to reference a slide presentation, which will be made available in advance of the call through the Company's website. A copy of the slide presentation is furnished as Exhibit 99.2 to this Current Report.

The information furnished pursuant to Item 7.01 of this Current Report, including Exhibit 99.2, shall not be considered “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of such section, nor shall it be incorporated by reference into future filings by the Company under the Securities Act of 1933, as amended or under the Securities Exchange Act of 1934, as amended, unless the

Company expressly sets forth in such future filing that such information is to be considered “filed” or incorporated by reference therein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Earnings Press Release, dated August 3, 2017

99.2 Earnings Conference Call Slide Presentation

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.

TELEFLEX INCORPORATED

Date: August 3, 2017 By: /s/ Thomas E. Powell
Name: Thomas E. Powell
Title: Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Earnings Press Release, dated August 3, 2017
99.2	Earnings Conference Call Slide Presentation

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Date Filed:

****** IMPORTANT NOTICE TO SHAREHOLDERS******

May 22, 2013

Dear Fellow Shareholder:

I am writing to inform you that the Annual Meeting of Shareholders of Hecla Mining Company (Hecla) was held on Wednesday, May 15, 2013. At the meeting, all director nominees were elected to Hecla s Board of Directors and the ratification of BDO USA, LLP as Hecla s auditor was approved. However, we adjourned the vote on Proposal 2 (advisory resolution on executive compensation) for the purpose of allowing additional voting by shareholders who have not yet voted, or may wish to change their votes on Proposal 2. For the results of the Annual Meeting and an announcement of the adjournment regarding Proposal 2, see Hecla s 8-K filed with the SEC on May 17, 2013.

Hecla will reconvene the Annual Meeting, solely to vote on Proposal 2, at 9:00 a.m. (Pacific Daylight Time) on June 14, 2013, at Hecla s corporate headquarters (6500 N. Mineral Drive, Suite 200 Coeur d'Alene, Idaho).

Our records indicate that as of March 18, 2013 (Record Date for the Annual Meeting) you held shares of Hecla common stock. According to our latest records, your voting instructions for Proposal 2 have not yet been received. **Regardless of the number of shares you may own, it is important they be represented at the adjourned meeting for this matter to be fully considered by the shareholders.**

If you sign and return the enclosed proxy card without instructions on how to vote your shares, your shares will be voted as recommended by the Board of Directors (FOR Proposal 2). If your shares of Hecla common stock are registered in the name of your broker as holder of record, **your shares cannot be voted unless you give your specific instructions.**

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If you hold your shares in multiple accounts, you may receive more than one reminder letter and voting form. Please vote using each voting form you receive, to ensure that all your shares are represented at the Annual Meeting.

For the reasons set forth in the definitive Proxy Statement dated April 3, 2013, your Board of Directors unanimously recommends that you vote **FOR** Proposal 2.

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The fastest and easiest way to vote is by using one of the following methods to promptly vote your shares:

Internet: Go to the website www.proxyvote.com. Have your 12-digit control number listed on the enclosed 1. voting instruction form ready and follow the online instructions. The 12-digit control number is located in the rectangular box on the right side of your voting instruction form.

Telephone: Call toll-free (for registered shareholders) 1-800-690-6903 (for beneficial shareholders) 2. 1-800-454-8683. Have your 12-digit control number listed on the voting instruction form ready and follow the simple instructions.

3. **Mail:** Sign, date and return your instruction form in the postage-paid return envelope provided.

YOUR VOTE IS IMPORTANT

WE URGE YOU TO EXERCISE YOUR RIGHT TO VOTE TODAY.

If you have any questions or if you need assistance voting, please call Morrow & Co., LLC, our proxy solicitor, at 1-855-291-6792.

Thank you for your investment in Hecla Mining Company and for taking the time to vote your shares.

Sincerely,

Ted Crumley

Chairman of the Board