

SMTC CORP
Form 8-K/A
February 01, 2019
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(D) OF THE
THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported):

February 1, 2019 (November 8, 2018)

SMTC CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or
organization)
7050 Woodbine Avenue, Suite 300

0-31051
(Commission File Number)

98-0197680
(I.R.S. Employer Identification
No.)

Markham, Ontario, Canada L3R 4G8

(Address of Principal Executive Offices) (Zip Code)

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Registrant's telephone number, including area code: **(905) 479-1810**

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 standard provided pursuant to Section 13(a) of the Exchange Act.

EXPLANATORY NOTE

On November 8, 2018, SMTC Corporation, a Delaware corporation (the “Company or SMTC”), entered into that certain Stock Purchase Agreement (the “Purchase Agreement”), by and among the Company, MC Assembly Holdings, Inc., a Delaware corporation (the “MC Assembly”), each of the stockholders of MC Assembly (the “Sellers”), and Cyprium Investment Partners LLC, a Delaware limited liability company, in its capacity as a representative of the Sellers, pursuant to which the Company agreed to purchase all of the issued and outstanding shares of capital stock of MC Assembly from the Sellers.

This Amendment No. 2 on Form 8-K/A is being filed by the Company to amend the Current Report on Form 8-K filed on November 9, 2018 (the “Original Report”), as amended by the Current Report on Form 8-K/A filed on January 22, 2019 (the “First Amendment” and, together with the Original Report, the “Amended Report”), to update the consent of RSM US LLP (“RSM”) in order allow the inclusion on the Company’s Registration Statement (No. 333-229154) on Form S-3 of RSM’s report dated January 22, 2019, with respect to the consolidated financial statements of MC Assembly Holdings, Inc. and its subsidiary, for the years ended December 31, 2017 and 2016. The disclosures required by Item 9.01 of the Form 8-K that were disclosed on the First Amendment have been provided herein but are unchanged from the First Amendment. Except as provided herein, the disclosures made in the Amended Report remain unchanged.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

Filed as Exhibit 99.1 and incorporated in this Item 9.01 by reference are the historical audited financial statements of MC Assembly as of December 31, 2016, and December 31, 2017, and the related audited consolidated statements of operations and comprehensive loss, consolidated statements of changes in stockholders’ equity, and consolidated statements of cash flows for each of the fiscal years then ended, together with the notes thereto and the report thereon, and filed as Exhibit 99.2 and incorporated in this Item 9.01 by reference are the unaudited consolidated balance sheet of MC Assembly for the interim period ended September 30, 2018, and the related consolidated statements of operations and comprehensive loss, consolidated statement of changes in stockholders’ equity and statements of cash flows for the nine-month periods then ended.

(b) Pro Forma Financial Information.

Filed as Exhibit 99.3 and incorporated in this Item 9.01 by reference are the unaudited pro forma condensed combined financial statements of the Company as of December 31, 2017, and for the interim period ended September 30, 2018.

(d) Exhibits.

Exhibit No.	Description
23.1	<u>Consent of RSM US LLP.</u>
99.1	<u>Audited financial statements of MC Assembly Holdings, Inc. for the fiscal years ended December 31, 2016, and December 31, 2017 (filed as Exhibit 99.1 to the Company's Form 8-K/A filed January 22, 2019, and incorporated herein by reference).</u>
99.2	<u>Interim financial statements of MC Assembly Holdings, Inc. for the nine months ended September 30, 2018 (filed as Exhibit 99.2 to the Company's Form 8-K/A filed January 22, 2019, and incorporated herein by reference).</u>
99.3	<u>Unaudited pro forma condensed combined financial statements of SMTC Corporation, for the fiscal year ended December 31, 2017, and the nine months ended September 30, 2018 (filed as Exhibit 99.3 to the Company's Form 8-K/A filed January 22, 2019, and incorporated herein by reference).</u>

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 hereunto duly authorized.

SMTC CORPORATION

Date: February 1, 2019 By: /s/ Edward Smith

Name: Edward Smith

Title: President and Chief Executive Officer