

ENNIS, INC.
Form 8-K
July 17, 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 (Date of earliest event reported): July 17, 2018 (July 16, 2018)

Ennis, Inc.

(Exact Name of Registrant as Specified in Its Charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Texas | 1-5807 | 75-0256410 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|---|------------|
| 2441 Presidential Pkwy. | |
| Midlothian, Texas | 76065 |
| (Address of Principal Executive Offices) | (Zip Code) |

Registrant's Telephone Number, Including Area Code: (972) 775-9801

N/A

(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 Instructions 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 1.01 Entering into a Material Definitive Agreement.

On July 16, 2018, Ennis, Inc. a Texas Corporation (the “Company”), entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Wright Business Forms, Inc. (d/b/a Wright Business Graphics), an Oregon corporation (“WBG”), pursuant to which the Company would acquire all of the outstanding shares of capital stock of WBG by way of a merger of WBG with and into a wholly-owned subsidiary of the Company (collectively, the “Merger”).

In consideration for the Merger, Ennis will pay the WBG Stockholders aggregate consideration of \$39.0 million, subject to certain customary adjustments for working capital, 55% of which will be paid in cash and 45% of which will be paid in privately placed shares of common stock of the Company, par value \$2.50 per share (based on the weighted average share price of the Company’s common stock for the previous 30 trading days). The Merger is expected to close on or before September 30, 2018, upon the satisfaction of certain conditions to closing.

Item 7.01 Regulation FD Disclosure.

On July 17, 2018, the Company issued a press release announcing entry into the Merger Agreement. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K. In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Item 7.01 and in the attached Exhibit 99.1 shall be deemed to be “furnished” and shall not be deemed to be “filed” for purposes of the Securities Exchange Act of 1934, as amended.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit No. Description

99.1 Ennis, Inc. press release dated July 17, 2018 announcing the Merger

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.

Ennis, Inc.

Date: July 17, 2018 By: /s/ Richard L. Travis, Jr.
Richard L. Travis, Jr.
Chief Financial Officer