

STRYKER CORP
Form 8-K
April 01, 2016

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): April 1, 2016

STRYKER CORPORATION

(Exact name of registrant as specified in its charter)

Michigan	000-9165	38-1239739
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

2825 Airview Boulevard, Kalamazoo, Michigan	49002
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: 269.385.2600

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))
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ITEM 2.01 COMPLETION OF ACQUISITION OR DISPOSAL OF ASSETS

On April 1, 2016, Stryker Corporation, a Michigan corporation (“Stryker”) and Star Acquisition Sub Inc., a Delaware corporation (“Purchaser”) and wholly owned subsidiary of Stryker, completed the acquisition of all of the outstanding equity interests in Sage Products Holdings II, LLC, a Delaware limited liability company (“Sage Holdings” and, together with its subsidiaries “Sage Products”) pursuant to the terms of the previously announced Securities Purchase Agreement, dated as of January 31, 2016 (the “Purchase Agreement”), by and among Stryker, Purchaser, Sage Products, and a syndicate of equity interest holders affiliated with Madison Dearborn Partners, LLC (the “Sellers”), with Stryker entering into the Purchase Agreement solely for the purposes of guaranteeing Purchaser’s obligations thereunder. As a result of acquisition, Sage Products became wholly owned subsidiaries of Stryker. Pursuant to the terms of the Purchase Agreement, Purchaser paid the Sellers an aggregate of approximately \$2.775 billion in cash, subject to working capital and other post-closing adjustments.

The foregoing description of the Purchase Agreement does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Purchase Agreement, which Stryker has filed as an exhibit to its Registration Statement on Form S-3 filed on February 12, 2016. All summaries and descriptions of the Purchase Agreement set forth above are qualified in their entirety by the actual documents.

ITEM 7.01 REGULATION FD DISCLOSURE

On April 1, 2016, Stryker issued a press release announcing the completion of the acquisition. A copy of the press release is furnished as Exhibit 99.1, and is incorporated in this Item 7.01 by reference.

The information in this Item 7.01 and Exhibit 99.1 hereto are being “furnished” and shall not be deemed filed for purposes of Section 18 of the United States Securities Act of 1934, as amended (the “Exchange Act”), or incorporated by reference into the filings of Stryker that provide for the incorporation of all reports and documents filed by Stryker under the Exchange Act.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

99.1 Press release dated April 1, 2016

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.

STRYKER CORPORATION
(Registrant)

April 1, 2016
Date

/s/ GLENN S. BOEHNLEIN
Glenn S. Boehnlein
Vice President, Chief Financial Officer

STYLE="border-right: black 1pt solid; border-bottom: black 1pt solid; padding-top: 4.5pt; padding-bottom: 2.7pt">8SHARED DISPOSITIVE POWER

85,112,0789

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

85,112,078

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.15% (7)12

TYPE OF REPORTING PERSON

CO

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(7) Based on a total of approximately 367,690,225 HBC AG Shares outstanding as of November 30, 2013 (of which 14,925 HBC AG Shares are held by HBC AG and 3,430,135 HBC AG Shares are held by its subsidiary, 3E (Cyprus) Limited, in treasury), as reported on HBC AG's Form 6-K filed with the Commission on January 13, 2014.

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This Amendment No. 3 to Schedule 13G (as amended, this "Schedule 13G") relates to ordinary shares ("HBC AG Shares") issued by Coca-Cola HBC AG ("HBC AG"), as successor to Coca-Cola Hellenic Bottling Co. ("CCHBC") and amends and restates the Schedule 13G filed on behalf of The Coca-Cola Company ("TCCC"), TCCC's direct wholly owned subsidiary The Coca-Cola Export Corporation ("ExportCo"), and TCCC's indirect wholly owned subsidiaries Atlantic Industries ("Atlantic"), Barlan, Inc. ("Barlan"), Refreshment Product Services, Inc. ("RPS"), Coca-Cola Overseas Parent Limited ("Overseas Parent") and CCHBC Grouping, Inc. ("Grouping" and collectively, the "Reporting Persons") with respect to ordinary shares issued by HBC AG, as successor to CCHBC.

Item 1.

(a) Name of Issuer

Coca-Cola HBC AG

(b) Address of Issuer's Principal Executive Offices

Baarerstrasse 14, CH-6300 Zug, Switzerland

Item 2.

(a) Name of Person Filing

This Schedule 13G is filed on behalf of the Reporting Persons with respect to HBC AG Shares, as successor to CCHBC, and amends and restates the Schedule 13G filed on behalf of the Reporting Persons with respect to ordinary shares issued by CCHBC.

ExportCo owns 100% of each of Overseas Parent, RPS, Barlan and Atlantic, and ExportCo, Overseas Parent, RPS and Barlan together own 100% of Grouping. Because of the relationship between each of Overseas, Parent, RPS and Barlan with Grouping, each may be deemed to share beneficial ownership of the HBC AG Shares held by Grouping.

On April 26, 2013, as a result of the termination of the Amended and Restated Shareholders' Agreement, dated December 29, 2008 between Kar-Tess Holding S.A. ("Kar-Tess") and the Reporting Persons, the Reporting Persons no longer may be deemed to have beneficial ownership of ordinary shares held by Kar-Tess and its affiliates.

Also in April 2013, TCCC consolidated all of its holdings in HBC AG from ExportCo, Overseas Parent, Barlan, RPS and Atlantic to Grouping, which is wholly owned, directly or indirectly, by such transferors other than Atlantic. As such, Atlantic no longer beneficially owns any HBC AG Shares.

(b) Address of the Principal Office or, if none, residence

The principal business address of each of the Reporting Persons other than Atlantic is:

c/o The Coca-Cola Company

One Coca-Cola Plaza

Atlanta, Georgia 30313

The principal business address of Atlantic is:

135 South Church Street

George Town, Grand Cayman

Cayman Islands, BWI, KY1-1104

(c) Citizenship

See response to Item 4 of each of the cover pages.

(d) Title of Class of Securities

Ordinary shares of nominal value CHF6.70 per ordinary share.

(e) CUSIP Number

191223106

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a(n):

(a) Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78o).

(b) Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).

(c) Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c). Company Act of 1940 (15 U.S.C 80a-8).

(d) Investment company registered under Section 8 of the Investment

(e) Investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

(f) Employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).

(g) Parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).

(h) Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (13 U.S.C. 1813).

(i) Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3).

(j) Non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J).

(k) Group in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) **Amount beneficially owned:**

See responses to Item 9 on each cover page.

(b) **Percent of class:**

See responses to Item 11 on each cover page.

(c) Number of shares as to which the person has:

(i) **Sole power to vote or to direct the vote:**

See responses to Item 5 on each cover page.

(ii) **Shared power to vote or to direct the vote:**

See responses to Item 6 on each cover page.

(iii) **Sole power to dispose or to direct the disposition of :**

See responses to Item 7 on each cover page.

(iv) **Shared power to dispose or to direct the disposition of:**

See responses to Item 8 on each cover page.

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 .

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.

See Item 2(a)

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

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Not Applicable.

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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 14, 2014

THE COCA-COLA COMPANY

By: /s/ Christopher P. Nolan
Name: Christopher P. Nolan
Title: Authorized Officer

THE COCA-COLA EXPORT CORPORATION

By: /s/ Christopher P. Nolan
Name: Christopher P. Nolan
Title: Authorized Officer

ATLANTIC INDUSTRIES

By: /s/ Christopher P. Nolan
Name: Christopher P. Nolan
Title: Authorized Officer and Director

REFRESHMENT PRODUCT SERVICES, INC

By: /s/ Christopher P. Nolan
Name: Christopher P. Nolan
Title: Authorized Officer

BARLAN, INC.

By: /s/ Christopher P. Nolan
Name: Christopher P. Nolan
Title: Authorized Officer

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COCA-COLA OVERSEAS PARENT LIMITED

By: /s/ Christopher P. Nolan
Name: Christopher P. Nolan
Title: Authorized Officer

CCHBC GROUPING, INC.

By: /s/ Christopher P. Nolan
Name: Christopher P. Nolan
Title: Authorized Officer

