

Edgar Filing: Capitol Federal Financial, Inc. - Form 8-K

Capitol Federal Financial, Inc.  
Form 8-K  
January 18, 2019

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)  
January 18, 2019

CAPITOL FEDERAL  
FINANCIAL, INC.

(Exact name of  
Registrant as specified  
in its Charter)

Maryland	001-34814	27-2631712
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

700 South Kansas  
Avenue Topeka,  
Kansas 66603

(Address of  
principal executive  
offices) (Zip Code)

Registrant's telephone number, including area code:  
(785) 235-1341

N/A  
(Former name or  
former address, if  
changed since last  
report)

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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))

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 7.01 REGULATION FD DISCLOSURE

On January 18, 2019, Capitol Federal Financial, Inc. (the "Company") issued the press release attached hereto as Exhibit 99 and incorporated herein by reference announcing the availability of the Company's Annual Meeting of Stockholders (the "Annual Meeting") presentation on the Company's website at 10:00 a.m. central time on January 22, 2019.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit 99 – Press release announcing availability of Annual Meeting presentation dated January 18, 2019

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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.

CAPITOL  
FEDERAL  
FINANCIAL, INC.

Date: By: /s/  
January Kent G.  
18, 2019 Townsend

Kent G.  
Townsend,  
Executive  
Vice-President,  
Chief  
Financial  
Officer,  
and  
Treasurer

**HEMOSENSE, INC. 2005 EQUITY INCENTIVE PLAN**

**CHOLESTECH CORPORATION 1997 STOCK INCENTIVE PROGRAM**

**CHOLESTECH CORPORATION 1999 NONSTATUTORY STOCK OPTION PLAN**

**CHOLESTECH CORPORATION 2000 STOCK INCENTIVE PROGRAM**

**BIOSITE INCORPORATED AMENDED AND RESTATED 1996 STOCK INCENTIVE PLAN**

**BIOSITE INCORPORATED 2002 NONQUALIFIED STOCK INCENTIVE PLAN**

**OSTEX INTERNATIONAL, INC. AMENDED AND RESTATED STOCK OPTION PLAN**

**OSTEX INTERNATIONAL, INC. AMENDED AND RESTATED 1994 STOCK OPTION PLAN**

**OSTEX INTERNATIONAL, INC. AMENDED AND RESTATED DIRECTORS NONQUALIFIED STOCK OPTION PLAN**

**IVC INDUSTRIES, INC. 1995 STOCK OPTION PLAN**

**IVC INDUSTRIES, INC. NON-EMPLOYEE DIRECTORS STOCK OPTION PLAN**

**INVERNESS MEDICAL INNOVATIONS, INC. NON-QUALIFIED STOCK OPTION AGREEMENT FOR E. JOSEPH EDELL**

**STOCK OPTION AGREEMENTS OF INVERNESS MEDICAL TECHNOLOGY, INC.(AS ASSUMED BY INVERNESS MEDICAL INNOVATIONS, INC.): THE SELFCARE, INC. 1992 STOCK PLAN; THE SELFCARE, INC. 1994 INCENTIVE AND NON-QUALIFIED STOCK OPTION PLAN; THE SELFCARE, INC. AMENDED AND RESTATED 1996 STOCK OPTION AND GRANT PLAN, AS AMENDED; THE INVERNESS MEDICAL TECHNOLOGY, INC. AMENDED AND RESTATED 2000 STOCK**

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**OPTION AND GRANT PLAN; THE INTEG INCORPORATED (FORMERLY INOMET, INC.) 1991 INCENTIVE AND STOCK OPTION PLAN; THE INTEG INCORPORATED 1994 LONG-TERM INCENTIVE AND STOCK OPTION PLAN; AND THE INTEG INCORPORATED 1996 DIRECTOR S STOCK OPTION PLAN**

(Full Titles of the Plans)

**Karen M. Peterson**

**Vice President and Treasurer**

**Alere Inc.**

**51 Sawyer Road, Suite 200**

**Waltham, Massachusetts 02453**

**(781) 647-3900**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a  
smaller reporting company)

Smaller reporting company   
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 7(a)(2)(B) of the Securities Act.

## DEREGISTRATION OF SECURITIES

This Post-Effective Amendment, filed by Alere Inc., a Delaware corporation (the Company), relates to the following Registration Statements (collectively, the Registration Statements), filed with the Securities and Exchange Commission (the SEC) by the Company pertaining to the described number of shares of common stock of the Company (including any predecessor company) issuable pursuant to the described plan:

File Number	Date filed with SEC	Security registered	Number of shares	Plan
333-209524	2/12/16	Common Stock (A)	7,000,000	(1)
333-203318	4/9/15	Common Stock (A)	300,000	(2)
333-199308	10/14/14	Common Stock (A)	2,000,000	(1)
333-199307	10/14/14	Common Stock (A)	1,000,000	(3)
333-191103	9/11/13	Common Stock (A)	2,000,000	(1)
333-191101	9/11/13	Common Stock (A)	1,000,000	(3)
333-183064	8/3/12	Common Stock (A)	3,500,000	(1)
333-183063	8/3/12	Common Stock (A)	1,000,000	(3)
333-170842	11/26/10	Common Stock (A)	1,653,663	(1)
333-161373	8/14/09	Common Stock (B)	446,227	(4)
333-160280	6/26/09	Common Stock (B)	1,000,000	(5)
333-160279	6/26/09	Common Stock (B)	1,000,000	(6)
333-152362	7/16/08	Common Stock (B)	500,000	(6)
333-150793	5/9/08	Common Stock (B)	1,490,819	(7)
333-149264	2/15/08	Common Stock (B)	358,489	(8)
333-148573	1/10/08	Common Stock (B)	3,000,000	(5)
333-147585	11/21/07	Common Stock (B)	380,894	(9)
333-147242	11/8/07	Common Stock (B)	380,839	(10)
333-145893	9/6/07	Common Stock (B)	744,538	(11)
333-144258	7/2/07	Common Stock (B)	2,111,570	(12)
333-139878	1/9/07	Common Stock (B)	2,000,000	(5)
333-128937	10/11/05	Common Stock (B)	750,000	(5)
333-106996	7/11/03	Common Stock (B)	500,000	(5)
333-106994	7/11/03	Common Stock (B)	292,610	(13)
333-90530	6/14/02	Common Stock (B)	1,000,000	(5)
333-85402	4/2/02	Common Stock (B)	115,744	(14)
333-67392	11/27/01	Common Stock (B)	929,456	(15)
333-74032	11/27/01	Common Stock (B)	3,155,890	(5), (6)

Notes

- (A) Alere Inc. s common stock, par value \$0.001 per share
- (B) Inverness Medical Innovations, Inc. s (predecessor company) common stock, \$0.001 par value per share

- (1) Alere Inc. 2010 Stock Option And Incentive Plan
- (2) Letter Agreement dated as of March 19, 2015 between Alere Inc. and James F. Hinrichs
- (3) Alere Inc. 2001 Employee Stock Purchase Plan
- (4) Concateno plc Enterprise Management Incentives Plan

Concateno plc Employee Benefit Trust Incentive Plan

Cozart plc 2004 Enterprise Management Incentive Plan

Management Arrangements pursuant to that certain Framework Agreement dated June 5, 2009 by and among Inverness Medical Innovations, Inc., Concateno plc, Marwyn Neptune Fund L.P. (acting by its general partner Marwyn General Partner Limited) and SG Hambros Trust Company (Channel Islands) Limited (as trustee of the Concateno plc Employee Benefit Trust)

- (5) Inverness Medical Innovations, Inc. 2001 Stock Option and Incentive Plan
- (6) Inverness Medical Innovations, Inc. 2001 Employee Stock Purchase Plan
- (7) Matria Healthcare, Inc. Long-Term Stock Incentive Plan

Matria Healthcare, Inc. 2002 Stock Incentive Plan

Matria Healthcare, Inc. 2001 Stock Incentive Plan

Matria Healthcare, Inc. 2000 Stock Incentive Plan

Matria Healthcare, Inc. 1997 Stock Incentive Plan

Matria Healthcare, Inc. 1996 Stock Incentive Plan

Matria Healthcare, Inc. 2005 Directors Non-Qualified Stock Option Plan

Matria Healthcare, Inc. 2000 Directors Non-Qualified Stock Option Plan

Matria Healthcare, Inc. 1996 Directors Non-Qualified Stock Option Plan

MarketRing.Com, Inc. 1999 Stock Option and Stock Appreciation Rights Plan

- (8) BBI Holdings Plc SAYE Share Option Scheme

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BBI Holdings Plc Unapproved Share Option Scheme

BBI Holdings Plc EMI Scheme

Option Deeds between BBI Holdings Plc and David Evans dated April 28, 2004 and December 10, 2007

(9) **Agora Parent, Inc. 2007 Stock Option and Grant Plan**

Agora Parent, Inc. Preferred Stock Option Agreements dated April 2, 2007

(10) **HemoSense, Inc. Amended and Restated 1997 Stock Plan**

HemoSense, Inc. 2005 Equity Incentive Plan

(11) **Cholestech Corporation 1997 Stock Incentive Program**

Cholestech Corporation 1999 Nonstatutory Stock Option Plan

Cholestech Corporation 2000 Stock Incentive Program

(12) **Biosite Incorporated Amended and Restated 1996 Stock Incentive Plan**

Biosite Incorporated 2002 Nonqualified Stock Incentive Plan

(13) **Ostex International, Inc. Amended and Restated Stock Option Plan**

Ostex International, Inc. Amended and Restated 1994 Stock Option Plan

Ostex International, Inc. Amended and Restated Directors Nonqualified Stock Option Plan

(14) **Ivc Industries, Inc. 1995 Stock Option Plan**

Ivc Industries, Inc. Non-Employee Directors Stock Option Plan

Inverness Medical Innovations, Inc. Non-Qualified Stock Option Agreement for E. Joseph Edell

(15) **Stock Option Agreements of Inverness Medical Technology, Inc.**

(as assumed by Inverness Medical Innovations, Inc.):

The Selfcare, Inc. 1992 Stock Plan; the Selfcare, Inc. 1994 Incentive and Non-Qualified Stock Option Plan; the Selfcare, Inc. Amended and Restated 1996 Stock Option and Grant Plan, as amended; the Inverness Medical Technology, Inc. Amended and Restated 2000 Stock Option and Grant Plan; the Integ Incorporated (formerly Inomet, Inc.) 1991 Incentive and Stock Option Plan; the Integ Incorporated 1994 Long-Term Incentive and Stock Option Plan; and the Integ Incorporated 1996 Director s Stock Option Plan

The Company is filing this Post-Effective Amendment to each of these Registration Statements to withdraw and remove from registration the registered but unissued securities issuable by the Company (including any predecessor company) pursuant to the above-referenced Registration Statements.

On October 3, 2017, pursuant to the Agreement and Plan of Merger, dated as of January 30, 2016, as amended on April 13, 2017, by and among Abbott Laboratories, an Illinois Corporation ( Abbott ), the Company and Angel Sub, Inc., a Delaware corporation and a wholly owned subsidiary



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of Abbott ( Merger Sub ), Merger Sub merged with and into the Company (the Merger ), with the Company continuing as the surviving corporation and a wholly-owned subsidiary of Abbott.

As a result of the Merger, the offerings of the Company s securities pursuant to each of the above-referenced Registration Statements have been terminated. In accordance with the undertakings made by the Company in each of the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities registered under each of the Registration Statements that remain unissued at the termination of the offerings, the Company hereby removes from registration the securities registered but unissued under each of the Registration Statements. Each of the Registration Statements are hereby amended, as appropriate, to reflect the deregistration of such securities.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Abbott Park, State of Illinois, on this 3rd day of November, 2017.

Alere Inc.

By:

/s/ Karen M. Peterson

Name: Karen M. Peterson

Title: Vice President and Treasurer

\*Pursuant to Rule 478 under the Securities Act of 1933, as amended, no other person is required to sign this Post-Effective Amendment.