

SCHULMAN A INC  
Form 8-K/A  
February 17, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K/A**

**AMENDMENT NO. 1**

**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 30, 2012**

**A. SCHULMAN, INC.**

**(Exact name of registrant as specified in its charter)**

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-7459**  
(Commission  
File Number)

**34-0514850**  
(IRS Employer  
Identification No.)

**3550 West Market Street, Akron, Ohio 44333**  
(Address of principal executive offices, including zip code)

**Registrant's telephone number, including area code: (330) 666-3751**

(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 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))

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**EXPLANATORY NOTE**

This Amendment No. 1 to Current Report on Form 8-K/A hereby amends and restates the Current Report on Form 8-K of A. Schulman, Inc. (the Company ) originally filed with the Securities and Exchange Commission (the Commission ) on February 3, 2012 to correct a typographical error in the description of the consideration paid for the acquisition of Elian SAS ( Elian ) by ICO Europe B.V. ( ICO Europe ), a wholly-owned subsidiary of the Company.

**ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

On January 30, 2012, ICO Europe, a wholly-owned subsidiary of the Company, entered into a definitive agreement (the Agreement ) to purchase 100 percent of the shares of Elian, a leading producer of highly specialized color masterbatch products, from Vita Polymers France SAS ( Vita ). A copy of the Agreement is attached hereto as Exhibit 99.1 and is incorporated by reference herein. The following description of the Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit.

Under the terms of the Agreement, ICO Europe agreed to purchase Elian from Vita for approximately 48 million, which included the repayment of approximately 3.3 million in Elian debt. Pursuant to the Agreement, Vita made a number of typical warranties concerning the business being sold, including, among other things, representations and warranties concerning accounts payable and receivable, management of Elian, employees and personnel, intellectual property, environmental matters and legal compliance, and Vita agreed to indemnify ICO Europe for breaches of the Agreement and such warranties. In addition, Vita agreed to a post-closing protection period of 36 months during which neither Vita nor its affiliates shall directly or indirectly, carry on or be engaged in any business which involves the supply, manufacturing, marketing or research and development of color masterbatch compounds in Europe. Pursuant to the terms of the Agreement, the Elian acquisition closed on January 31, 2012.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1*	Agreement, dated January 30, 2012, by and between Vita Polymers France SAS and ICO Europe B.V. (incorporated by reference from Exhibit 99.1 to the Company's Current Report on Form 8-K filed on February 3, 2012).

\* Certain portions of this Exhibit have been omitted based upon a request for confidential treatment filed with the Commission. The non-public information has been filed separately with the Commission in connection with that request.

**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.

**A. Schulman, Inc.**

By: /s/ David C. Minc  
David C. Minc  
Vice President, Chief Legal Officer

and Secretary

Date: February 17, 2012