

NV5 Holdings, Inc.

Form 8-K

March 26, 2014

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): March 21, 2014

NV5 Holdings, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-35849

(Commission

File
Number)

45-3458017

(IRS Employer Identification No.)

200 South Park Road, Suite 350

Hollywood, Florida

(Address of principal executive offices)

33021

(Zip Code)

Registrant's telephone number, including area code: **(954) 495-2112**

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 follow provisions:

Edgar Filing: NV5 Holdings, Inc. - Form 8-K

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))

Item 1.01. Entry into a Material Definitive Agreement.

The information set forth under Item 2.01 of this Current Report on Form 8-K is hereby incorporated by reference.

Item 2.01. Completion of Acquisition or Disposition of Assets

On March 21, 2014, NV5 Holdings, Inc., a Delaware corporation (the “Company”), entered into a Membership Interest Purchase Agreement (the “Agreement”) with AK Environmental, LLC, a North Carolina limited liability company (“AK Environmental”), and Amy B. Gonzales and Kelly S. Caldwell, as the sole members of the AK Environmental (the “Sellers”), to acquire all of the outstanding equity interests in AK Environmental. AK Environmental is an inspection, construction management and environmental consulting firm, primarily servicing natural gas pipeline companies in the Northeast, Mid-Atlantic and Southeast United States.

Prior to entering into the Agreement, there was no material relationship between the Sellers and AK Environmental, on the one hand, and the Company, any affiliate of the Company, or any director or officer of the Company or any associate of any director or officer of the Company, on the other hand. The parties completed the transaction simultaneously with entering into the Agreement.

The aggregate purchase price consideration paid by the Company to the Sellers in connection with the acquisition was \$7.0 million, subject to customary Accounts Receivable/Work in Progress (as defined in the Agreement) adjustments in accordance with the terms of the Agreement. The Company funded the cash portion of the purchase price with cash on hand. Upon the closing of the AK Environmental acquisition, the Company (i) paid cash in the aggregate amount of \$3.5 million, (ii) issued 64,137 shares of its common stock, and (iii) issued promissory notes in the aggregate principal amount of \$3.0 million (the “Notes”). The Notes are payable in three aggregate annual installments of \$1.0 million on each of March 21, 2015, 2016 and 2017. The Notes bear interest at the rate of 3% per annum, payable at the time the principal payments are due, and contain such other terms as are customary for promissory notes of this type.

The Agreement also contains other customary provisions, covenants, representations, and warranties made by AK Environmental, the Sellers, and the Company that are typical in transactions of this size, type, and complexity.

The foregoing description of the Agreement and the AK Environmental acquisition does not purport to be complete and is qualified in its entirety by reference to the full text of the Agreement, which is filed herewith as Exhibit 2.1 and is incorporated by reference into this Item 2.01.

Item 8.01 Other Events.

On March 24, 2014, the Company issued a press release announcing the completion of the AK Environmental acquisition. A copy of the press release is filed herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

The financial statements required by Item 9.01(a) will be filed by amendment to this Current Report on Form 8-K not later than 71 days after the date on which this Current Report is required to be filed.

(b) Pro Forma Financial Information.

The pro forma financial information required by Item 9.01(b) will be filed by amendment to this Current Report on Form 8-K not later than 71 days after the date on which this Current Report is required to be filed.

(d) Exhibits.

Exhibit No.	Description
2.1	Membership Interest Purchase Agreement, dated as of March 21, 2014, by and among AK Environmental, LLC, a North Carolina limited liability company, Amy B. Gonzales and Kelly S. Caldwell, as the sole members of the AK Environmental, LLC, and NV5 Holdings, Inc.
99.1	Press Release dated March 24, 2014

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.

Date: March 26, 2014 **NV5 HOLDINGS, INC.**

By: /s/ Michael P. Rama

Name: Michael P. Rama

Title: Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
2.1	Membership Interest Purchase Agreement, dated as of March 21, 2014, by and among AK Environmental, LLC, a North Carolina limited liability company, Amy B. Gonzales and Kelly S. Caldwell, as the sole members of the AK Environmental, LLC, and NV5 Holdings, Inc.
99.1	Press Release dated March 24, 2014