

MERIDIAN BIOSCIENCE INC
Form 8-K
April 30, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 26, 2019**

MERIDIAN BIOSCIENCE, INC.

(Exact Name of Registrant as Specified in Charter)

| | | |
|---------------------------------|--------------------------|---------------------|
| Ohio | 0-14902 | 31-0888197 |
| (State or Other Jurisdiction of | (Commission File Number) | (IRS Employer |
| Incorporation) | | Identification No.) |

3471 River Hills Drive,

| | |
|-------------------------|--------------|
| Cincinnati, Ohio | 45244 |
| (Address of principal | (Zip Code) |

executive offices)

Registrant's telephone number, including area code **(513) 271-3700**

(Former Name or Former Address, if Changed Since Last Report.)

Securities registered pursuant to Section 12(b) of the Act:

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| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|----------------------------|-------------------|---|
| Common Stock, no par value | VIVO | NASDAQ |

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17CFR §240.12b-2).

☐ 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. Entry into a Material Definitive Agreement.

As previously reported, Lawrence J. Baldini, Executive Vice President, Global Operations of Meridian Bioscience, Inc. (Meridian or the Company), notified the Company of his retirement from that position. Effective April 26, 2019, Mr. Baldini and the Company entered into a Separation Agreement and Release (the Agreement). The Agreement provides that the Company shall pay Mr. Baldini six months of his base salary, or \$180,505, and includes a general release of claims. The foregoing description of the Agreement does not purport to be complete and is subject to and qualified in its entirety by reference to the Agreement, a copy of which is attached hereto as Exhibit 10.1 and the terms of which are incorporated herein by reference.

Item 2.02. Results of Operations and Financial Condition.

On April 30, 2019, Meridian issued a press release announcing results for the second fiscal quarter ended March 31, 2019. A copy of the press release is attached as Exhibit 99.1 to this report and is incorporated by reference herein.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The information in Item 1.01 is incorporated by reference into this Item 5.02.

Item 8.01. Other Events.

As described above in Item 2.02, on April 30, 2019, the Company issued a press release announcing results for the second fiscal quarter ended March 31, 2019. The press release also reports that the Board of Directors of the Company has determined that the Company will suspend its quarterly cash dividend effective immediately. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

The information in each of Item 2.02 and Item 8.01 of this Form 8-K and in the press release attached as Exhibit 99.1 is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that Section. The information in each of Item 2.02 and Item 8.01 of this Form 8-K and Exhibit 99.1 shall not be incorporated by reference in any filing (whether made before or after the date hereof) or any other document under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in any such filing or document.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

10.1 Separation Agreement And Release dated April 26, 2019

99.1 Press Release dated April 30, 2019

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.

MERIDIAN BIOSCIENCE, INC.

Date: April 30, 2019

By: /s/ Eric S. Rasmussen

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)