
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 and Exchange Act of 1934

Date of Report (Date of earliest event reported): April 4, 2019

AMETEK, Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

1-12981
(Commission
File Number)

14-1682544
(IRS Employer
Identification No.)

1100 Cassatt Road,
Berwyn, Pennsylvania
(Address of principal executive offices)

19312
(Zip Code)

Registrant's telephone number, including area code: (610) 647-2121

Not Applicable
(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:

- ☐ Written communications pursuant to Rule 425 under the Securities Act
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

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

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period or 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 April 4, 2019, AMETEK, Inc. (the “Company”) issued a press release recommending that our stockholders not tender their shares in response to an unsolicited mini-tender offer by TRC Capital Corporation (“TRC”) to purchase up to 2,000,000 shares of common stock of the Company, par value \$0.01 per share (“Company Common Stock”), representing approximately 0.88% of the outstanding shares of Company Common Stock. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

This information, including Exhibit 99.1, will not be deemed “filed” for any purpose, including for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that section and it will not be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press release, dated April 4, 2019, “AMETEK Recommends Stockholders Reject Mini-Tender Offer by TRC Capital Corporation.</u>

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.

AMETEK, Inc.

April 4, 2019

By: /s/ Thomas M. Montgomery

Name: Thomas M. Montgomery

Title: Senior Vice President – Comptroller


 A graphic header for a news release. It features a red and grey geometric design on the left. The background is a light grey with silhouettes of people and a globe. The words "NEWS RELEASE" are centered in a bold, black, sans-serif font.

NEWS RELEASE



AMETEK RECOMMENDS STOCKHOLDERS REJECT MINI-TENDER OFFER BY TRC CAPITAL CORPORATION

BERWYN, PA, APRIL 4, 2019 – AMETEK, Inc. (NYSE: AME) has been notified of an unsolicited mini-tender offer by TRC Capital Corporation (“TRC”) to purchase up to 2,000,000 shares of AMETEK common stock, representing approximately 0.88% of the outstanding shares of AMETEK common stock. TRC’s offer price of \$79.50 per share was 4.18% lower than the closing price per share of AMETEK common stock on March 29, 2019, the last trading day before the commencement of the offer.

AMETEK does not endorse TRC’s unsolicited mini-tender offer and is not associated in any way with TRC, its mini-tender offer or its mini-tender offer documents. AMETEK recommends that stockholders not tender their shares in response to TRC’s offer, or, if stockholders have already tendered shares, that they withdraw their shares by providing the written notice described in the TRC mini-tender offer documents prior to the expiration of the offer, currently scheduled for 12:01 a.m. (Eastern Time) on May 1, 2019, because it was commenced at a below-market offer price, is highly conditional and is not subject to important investor protections.

Mini-tender offers, such as TRC’s offer, seek to acquire less than five percent of a company’s shares outstanding, thereby avoiding many disclosure and procedural requirements afforded to larger tender offers under the rules of the U.S. Securities and Exchange Commission (the “SEC”). As a result, mini-tender offers do not provide investors with the same level of protections as provided by larger tender offers under U.S. securities laws. The SEC has cautioned investors that some bidders making mini-tender offers at below-market prices are “hoping that they will catch investors off guard if the investors do not compare the offer price to the current market price.” The SEC’s cautionary advice to investors regarding these offers is on its website at: www.sec.gov/investor/pubs/minitend.htm.

AMETEK urges investors to obtain current market quotations for their shares, to consult with their broker or financial advisor and to exercise caution with respect to TRC’s offer.

AMETEK encourages brokers and dealers, as well as other market participants, to review the SEC’s letter regarding broker-dealer mini-tender offer dissemination and disclosure at: www.sec.gov/divisions/marketreg/minitenders/sia072401.htm and NASD’s Notice to Members 9-53, issued July 1999, regarding guidance to members forwarding mini-tender offers to their customers, which can be found at <http://www.finra.org/sites/default/files/NoticeDocument/p004221.pdf>.

AMETEK requests that a copy of this press release be included with all distributions of materials relating to TRC’s mini-tender offer related to shares of AMETEK common stock.

Corporate Profile

AMETEK is a leading global manufacturer of electronic instruments and electromechanical devices with annual sales of approximately \$5.0 billion. The AMETEK Growth Model integrates the Four Growth Strategies - Operational Excellence, New Product Development, Global and Market Expansion, and Strategic Acquisitions - with a disciplined focus on cash generation and capital deployment. AMETEK's objective is double-digit percentage growth in earnings per share over the business cycle and a superior return on total capital. The common stock of AMETEK is a component of the S&P 500.

Contact:

AMETEK, Inc.
Kevin Coleman
Vice President, Investor Relations
1100 Cassatt Road
Berwyn, Pennsylvania 19312
kevin.coleman@ametek.com
Phone: 610.889.5247