CUBIC CORP /DE/
Form 8-K
October 24, 2018

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

October 24, 2018

Date of Report (date of earliest event reported)

Cubic Corporation

(Exact name of registrant as specified in its charter)

Delaware	**1-8931**	**95-1678055**
(State of incorporation or organization)	(Commission File No.)	(I.R.S. Employer Identification No.)

9333 Balboa Avenue **San Diego, California**	**92123**
(Address of principal executive offices)	(Zip Code)

Registrant s telephone number, including area code: **(858) 277-6780**

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 following provisions:

o Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14-d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).

o Pre-commencement communications pursuant to Rule 13-e-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 o

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. o

Item 2.01 Completion of Acquisition or Disposition of Assets.

On October 24, 2018, pursuant to the terms and conditions of an Agreement and Plan of Merger, Cubic Transportation Systems, Inc. (CTS), a wholly owned subsidiary of Cubic Corporation (Cubic), acquired Advanced Traffic Solutions, Inc. (Trafficware) through the merger of a wholly owned subsidiary of CTS with and into Trafficware, with Trafficware surviving as a wholly owned subsidiary of CTS. Trafficware is a leading provider of intelligent traffic solutions for the transportation industry, based in Sugar Land, Texas.

The aggregate cash purchase price of the acquisition of Trafficware was $235.7 million, subject to customary holdbacks and adjustments, including a portion of the purchase price ($2 million) which was deposited into an escrow account to secure potential post-closing obligations of the Trafficware stockholders.

Cubic financed the transaction from borrowings under its revolving credit agreement.

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: October 24, 2018

CUBIC CORPORATION

By:	/s/ James R. Edwards
Name:	James R. Edwards
Title:	Senior Vice President, General Counsel & Secretary