

NORTHWEST PIPE CO  
Form 8-K  
August 01, 2018

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF**

**THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): July 27, 2018**

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**NORTHWEST PIPE COMPANY**

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

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<b>OREGON</b>	<b>0-27140</b>	<b>93-0557988</b>
<b>(State or other jurisdiction</b>	<b>(Commission File Number)</b>	<b>(IRS Employer</b>
<b>of incorporation)</b>		<b>Identification No.)</b>

**201 NE Park Plaza Drive, Suite 100**

**Vancouver, WA 98684**

**(360) 397-6250**

**(Address, including zip code, and telephone number, including**

**area code, of registrant's principal executive offices)**

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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 (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 (§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

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.

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Item 2.01. COMPLETION  
OF  
ACQUISITION  
OR  
DISPOSITION  
OF ASSETS

On July 27, 2018, Northwest Pipe Company (the “Company”) and Ameron International Corporation, a Delaware corporation (“Seller”) entered into a Membership Interest Purchase Agreement (the “Purchase Agreement”) pursuant to which the Company agreed to purchase from Seller all of the issued and outstanding membership interests of Ameron Water Transmission Group, LLC, a Delaware limited liability company (the “Acquisition”). The Purchase Agreement includes customary representations,

warranties, covenants and agreements by the parties, including mutual indemnification obligations. The Acquisition was completed on July 27, 2018. The purchase price was approximately \$38.3 million, subject to a post-closing adjustment based on changes in net working capital.

The foregoing description of the Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Purchase Agreement, which is attached hereto as Exhibit 2.1 and is incorporated by reference herein.

On July 30, 2018, the Company issued a press release announcing the Acquisition. A copy of the press release is

attached hereto  
as Exhibit 99.1  
and is  
incorporated by  
reference herein.

FINANCIAL  
Item 9.01. STATEMENTS  
AND EXHIBITS

(a) Financial  
statements of  
businesses  
acquired

The audited  
consolidated  
financial  
statements  
required to be  
filed under  
Item 9.01(a) of  
this Current  
Report on  
Form 8-K will be  
filed by  
amendment to  
this Current  
Report on  
Form 8-K no  
later than  
71 days after the  
date on which  
this Current  
Report on  
Form 8-K is  
required to be  
filed.

(b) Pro forma  
financial  
information

The pro forma  
financial  
information  
required to be  
filed under  
Item 9.01(b) of  
this Current  
Report on

Form 8-K will be filed by amendment to this Current Report on Form 8-K no later than 71 days after the date on which this Current Report on Form 8-K is required to be filed.

(d) Exhibits

Exhibit Number	Description
2.1	<u>Membership Interest Purchase Agreement dated as of July 27, 2018 by and between Northwest Pipe Company and Ameron International Corporation*</u>
99.1	<u>Press Release issued by Northwest Pipe Company dated July 30, 2018</u>

\*Schedules and similar attachments to the Purchase Agreement have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Registrant will furnish supplementally a copy of any omitted schedule or similar attachment to the Securities and Exchange Commission request.

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**SIGNATURE**

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 on August 1, 2018.

**NORTHWEST PIPE COMPANY**  
(Registrant)

By /s/ Robin Gantt  
**Robin Gantt,**  
**Senior Vice President, Chief Financial Officer and**  
**Corporate Secretary**