

AVG Technologies N.V.
Form 6-K
August 15, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934
August 15, 2016
Commission File Number: 001-35408

AVG TECHNOLOGIES N.V.

Gatwickstraat 9-39
1043 GL Amsterdam
The Netherlands
(Address of principal executive offices)

Edgar Filing: AVG Technologies N.V. - Form 6-K

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

ANTITRUST APPROVAL

On August 12, 2016, the U.S. Federal Trade Commission (the "FTC") and the Antitrust Division of the U.S. Department of Justice (the "DOJ") granted early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the "HSR Act") with respect to the previously announced proposed acquisition of AVG Technologies N.V. (the "Company") by Avast Software B.V. ("Avast"), a wholly owned subsidiary of Avast Holding B.V. ("Parent"). On July 27, 2016, the Company filed a Pre-Merger Notification and Report Form pursuant to the HSR Act with the DOJ and the FTC.

Expiration or termination of the waiting period is one of the conditions required for the completion of the transaction under the Purchase Agreement among the Company, Parent and Avast, dated July 6, 2016.

Further, on August 9, 2016, Avast and AVG submitted their notification under the German Act Against Restraints of Competition to Germany's Federal Cartel Office, and the waiting period under the German Act Against Restraints of Competition expires on September 9, 2016, unless earlier terminated or extended by the Federal Cartel Office.

Also, on August 10, 2016, Avast and AVG submitted their notification under the Austrian Cartel Act to the Austrian Federal Competition Authority, and the waiting period under the Austrian Cartel Act expires on September 7, 2016, unless the waiting period is earlier terminated or extended by the Austrian Federal Competition Authority.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

SOME OF THE STATEMENTS CONTAINED HEREIN ARE FORWARD-LOOKING STATEMENTS, INCLUDING STATEMENTS REGARDING THE EXPECTED CONSUMMATION OF THE ACQUISITION OF THE COMPANY, WHICH INVOLVES A NUMBER OF RISKS AND UNCERTAINTIES, INCLUDING THE SATISFACTION OF CLOSING CONDITIONS FOR THE ACQUISITION, SUCH AS REGULATORY APPROVAL FOR THE TRANSACTION AND THE TENDER OF AT LEAST 95% OF THE OUTSTANDING ORDINARY SHARES OF THE COMPANY, THE POSSIBILITY THAT THE TRANSACTION WILL NOT BE COMPLETED AND OTHER RISKS AND UNCERTAINTIES DISCUSSED IN THE COMPANY'S PUBLIC FILINGS WITH THE U.S. SECURITIES AND EXCHANGE COMMISSION (THE "SEC"), INCLUDING THE RISK FACTORS SECTIONS OF THE COMPANY'S ANNUAL REPORT ON FORM 20-F FOR THE YEAR ENDED DECEMBER 31, 2015, AS WELL AS THE TENDER OFFER DOCUMENTS FILED BY PARENT AND AVAST AND THE SOLICITATION/RECOMMENDATION STATEMENT FILED BY THE COMPANY. THESE STATEMENTS ARE BASED ON CURRENT EXPECTATIONS, ASSUMPTIONS, ESTIMATES AND PROJECTIONS, AND INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS THAT MAY CAUSE RESULTS, LEVELS OF ACTIVITY, PERFORMANCE OR ACHIEVEMENTS TO BE MATERIALLY DIFFERENT FROM ANY FUTURE STATEMENTS. THESE STATEMENTS ARE GENERALLY IDENTIFIED BY WORDS OR PHRASES SUCH AS BELIEVE, ANTICIPATE, EXPECT, INTEND, PLAN, WILL, MAY, SHOULD, ESTIMATE, PREDICT, POTENTIAL, CONTINUE OR NEGATIVE OF SUCH TERMS OR OTHER SIMILAR EXPRESSIONS. IF UNDERLYING ASSUMPTIONS PROVE INACCURATE OR UNKNOWN RISKS OR UNCERTAINTIES MATERIALIZE, ACTUAL RESULTS AND THE TIMING OF EVENTS MAY DIFFER MATERIALLY FROM THE RESULTS AND/OR TIMING DISCUSSED IN THE FORWARD-LOOKING STATEMENTS, AND YOU SHOULD NOT PLACE UNDUE RELIANCE ON THESE STATEMENTS. PARENT, AVAST AND THE COMPANY DISCLAIM ANY INTENT OR OBLIGATION TO UPDATE ANY FORWARD-LOOKING STATEMENTS AS A RESULT OF DEVELOPMENTS OCCURRING AFTER THE PERIOD COVERED BY THIS REPORT OR OTHERWISE.

ADDITIONAL INFORMATION AND WHERE TO FIND IT

THIS COMMUNICATION IS FOR INFORMATIONAL PURPOSES ONLY AND DOES NOT CONSTITUTE AN OFFER TO PURCHASE OR A SOLICITATION OF AN OFFER TO SELL COMPANY SHARES. THE SOLICITATION AND OFFER TO BUY COMPANY SHARES WILL ONLY BE MADE PURSUANT TO THE OFFER TO PURCHASE AND RELATED MATERIALS FILED BY AVAST WITH THE SEC. THE COMPANY HAS FILED A SOLICITATION /RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 WITH THE SEC. INVESTORS AND SECURITY HOLDERS MAY OBTAIN A FREE COPY OF THESE MATERIALS AND OTHER DOCUMENTS FILED BY PARENT, AVAST AND THE COMPANY WITH THE SEC AT THE WEBSITE MAINTAINED BY THE SEC AT WWW.SEC.GOV. INVESTORS AND SECURITY HOLDERS MAY ALSO OBTAIN FREE COPIES OF THE SOLICITATION/RECOMMENDATION STATEMENT AND OTHER DOCUMENTS FILED WITH THE SEC BY THE COMPANY AT WWW.AVG.COM.

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, thereunto duly authorized.

AVG TECHNOLOGIES N.V.

Date: August 15, 2016

By: /s/ Jeffrey Ross
Name: Jeffrey Ross
Title: Chief Financial Officer and Managing
Director