

FEMALE HEALTH CO  
Form DEFA14A  
July 21, 2016

**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): July 18, 2016**

**THE FEMALE HEALTH COMPANY**

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

**Wisconsin**

**(State or other jurisdiction of incorporation)**

**1-13602**  
**(Commission File Number)**

**39-1144397**  
**(I.R.S. Employer I.D.**  
**Number)**

**515 North State Street**

**Suite 2225**

**Chicago, Illinois**  
**(Address of Principal Executive Offices)**

**312-595-9123**

**60654**  
**(Zip Code)**

**(Registrant's telephone number, including area code)**

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))

**Item 1.01 Entry into a Material Definitive Agreement.**

On July 18, 2016, The Female Health Company ( FHC ), Badger Acquisition Sub, Inc., a Delaware corporation and wholly-owned subsidiary of FHC ( FHC Delaware Sub ), Blue Hen Acquisition, Inc., a Delaware corporation and wholly-owned subsidiary of FHC ( APP Merger Sub ), and Aspen Park Pharmaceuticals, Inc., a Delaware corporation ( APP ), entered into a First Amendment (the Amendment ) to the Agreement and Plan of Merger, dated as of April 5, 2016 (the Merger Agreement ).

The Amendment provides that the completion of the merger transaction with APP (the APP Merger ) is not conditioned on the completion of the merger to reincorporate FHC in Delaware (the Reincorporation Merger ) and the completion of the Reincorporation Merger is not conditioned on the completion of the APP Merger. As a result, if the conditions to the APP Merger are satisfied or waived in accordance with the Merger Agreement, including receipt of the required approvals by FHC s stockholders to complete the APP Merger, and the Reincorporation Merger is not approved by FHC s stockholders, FHC will remain a Wisconsin corporation and will complete the APP Merger as a Wisconsin corporation. In addition, if the Merger Agreement is terminated for any reason prior to the completion of the APP Merger and FHC s stockholders approve the Reincorporation Merger, FHC will still complete the Reincorporation Merger to change FHC s domicile from the State of Wisconsin to the State of Delaware.

The Amendment also changes the outside date to complete the APP Merger from September 30, 2016, to October 31, 2016. The parties still expect to complete the APP Merger during the fourth quarter of fiscal 2016.

The foregoing summary is qualified in its entirety by reference to the Amendment, which is attached as Exhibit 2.1 to this report and incorporated herein by reference in its entirety.

**Forward-Looking Statements**

This report contains forward-looking statements, including those regarding the proposed merger transaction between FHC and APP and the integration of our two businesses. These statements are subject to known and unknown risks, uncertainties and assumptions, and if any such risks or uncertainties materialize or if any of the assumptions prove incorrect, our actual results could differ materially from those expressed or implied by such statements. These risks and uncertainties include but are not limited to: the risk that the proposed transaction may not be completed in a timely manner or at all; the satisfaction of conditions to completing the transaction, including the ability to secure approval by a two-thirds vote of FHC s shareholders; risks that the proposed transaction could disrupt current plans and operations; costs, fees and expenses related to the proposed transaction; risks related to the development of APP s product portfolio, including regulatory approvals and time and cost to bring to market; risks relating to the ability of the combined company to obtain sufficient financing on acceptable terms when needed to fund development and company operations; the risk that, even if it is completed, we may not realize the expected benefits from the transaction; and other risks described in FHC s filings with the SEC, including our Annual Report on Form 10-K for the year ended September

30, 2015 and our Quarterly Reports on Form 10-Q for the quarters ended December 31, 2015 and March 31, 2016. These documents are available on the SEC Filings section of our website at <http://fhcinvestor.com>. All forward-looking statements are based on information available to us as of the date hereof, and FHC does not assume any obligation and does not intend to update any forward-looking statements, except as required by law.

### **Additional Information about the Proposed Transaction and Where You Can Find It**

FHC plans to file a definitive proxy statement with the SEC relating to a solicitation of proxies from its shareholders in connection with a special meeting of shareholders of FHC to be held for the purpose of voting on matters relating to the proposed transaction. **BEFORE MAKING ANY VOTING DECISION WITH RESPECT TO THE PROPOSED TRANSACTION, FHC SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT AND OTHER RELEVANT MATERIALS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.**

The proxy statement and other relevant materials, and any other documents filed by FHC with the SEC, may be obtained free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov). In addition, shareholders of FHC may obtain free copies of the documents filed with the SEC by contacting FHC's Chief Financial Officer at (312) 595-9123, or by writing to Chief Financial Officer, The Female Health Company, 515 North State Street, Suite 2225, Chicago, Illinois 60654.

### **Interests of Certain Participants in the Solicitation**

FHC and its executive officers and directors may be deemed to be participants in the solicitation of proxies from the shareholders of FHC in favor of the proposed transaction. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement and other relevant materials to be filed with the SEC when they become available.

### **Item 9.01. Financial Statements and Exhibits.** **(d) Exhibits.**

The following exhibit is filed herewith:

Exhibit 2.1 First Amendment to Agreement and Plan of Merger, dated July 18, 2016, by and among The Female Health Company, Badger Acquisition Sub, Inc., Blue Hen Acquisition, Inc. and Aspen Park Pharmaceuticals, Inc.

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: July 21, 2016

THE FEMALE HEALTH COMPANY

BY /s/ Michele Greco  
Michele Greco, Executive Vice President and

Chief Financial Officer