

Mueller Water Products, Inc.  
Form 8-K  
November 05, 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

DATE OF REPORT (Date of earliest event reported): November 3, 2018

MUELLER WATER PRODUCTS, INC.  
(Exact Name of Registrant as Specified in Its Charter)  
Delaware  
(State or Other Jurisdiction of Incorporation or  
Organization)

0001-32892  
(Commission File  
Number)

20-3547095  
(I.R.S. Employer Identification  
Number)

1200 Abernathy Road, Suite 1200  
Atlanta, Georgia 30328  
(Address of Principal Executive Offices)

(770) 206-4200  
(Registrant's telephone number, including area code)

Not applicable  
(Former name or former address, if changed since last report)

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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 o  
company

If an  
emerging  
growth  
company,  
indicate by  
check mark if  
the registrant  
has elected  
not to use the  
extended  
transition  
period for o  
complying  
with any new  
or revised  
financial  
accounting  
standards  
provided  
pursuant to  
Section 13(a)  
of the  
Exchange  
Act.

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Item 1.01. Entry into a Material Definitive Agreement.

On November 3, 2018, MWP Israel Ltd (“Purchaser”), a wholly owned subsidiary of Mueller Water Products, Inc. (“Mueller”), and Mueller entered into a Purchase Agreement (the “Agreement”) with Eliezer Krausz Industrial Development Ltd. (“Seller”) and Danny Krausz. Pursuant to the Agreement, among other things, Purchaser and Mueller agreed to acquire (the “Acquisition”) from each of the other parties to the Agreement all of the outstanding shares of the share capital of Krausz Industries Development Ltd., a wholly owned subsidiary of Seller. The purchase price to be paid in connection with the Acquisition will be \$140 million in cash, which is subject to a post-closing adjustment and may be increased or reduced as provided in the Agreement. The transaction is subject to customary closing conditions and is expected to close in December 2018.

The Agreement contains customary representations and warranties, certain of which will survive closing for specified periods. In addition, the Agreement includes customary covenants and indemnification obligations, capped at specified amounts. The representations, warranties and covenants of the parties contained in the Agreement have been made solely for the benefit of such parties. In addition, such representations, warranties and covenants (i) have been made only for purposes of the Agreement, (ii) have been qualified by confidential disclosures made by the parties to each other in connection with the Agreement, (iii) are subject to materiality qualifications contained in the Agreement which may differ from what may be viewed as material by investors, (iv) were made only as of the date of the Agreement or such other date as is specified in the Agreement and (v) have been included in the Agreement for the purpose of allocating risk between the contracting parties rather than establishing matters as facts. Moreover, information concerning the subject matter of the representations and warranties may change after the date of the Agreement, which subsequent information may or may not be fully reflected in the parties’ public disclosures.

Item 7.01. Regulation FD Disclosure.

On November 5, 2018 Mueller issued a press release announcing the signing of the Agreement. A copy of the press release is attached hereto as Exhibit 99.1.

The information provided pursuant to this Item 7.01 of this Current Report on Form 8-K and in Exhibit 99.1 is “furnished” and shall not be deemed to be “filed” with the Securities and Exchange Commission or incorporated by reference in any filing under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in any such filings.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 Press Release, dated November 5, 2018.

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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.

Dated: November 5, 2018 MUELLER WATER  
PRODUCTS, INC.

By: /s/ Steven S. Heinrichs  
Steven S. Heinrichs  
Executive Vice  
President, General  
Counsel and Corporate  
Secretary

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EXHIBIT INDEX

Exhibit No. Description

Exhibit 99.1 Press Release, dated November 5, 2018.