

FMC CORP  
Form 8-K  
March 07, 2019

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) March 1, 2019

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FMC CORPORATION  
(Exact name of registrant as specified in its charter)

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|                                                                               |                                        |                                                           |
|-------------------------------------------------------------------------------|----------------------------------------|-----------------------------------------------------------|
| Delaware<br>(State or other jurisdiction of<br>incorporation or organization) | 1-2376<br><br>(Commission File Number) | 94-0479804<br><br>(I.R.S. Employer<br>Identification No.) |
|-------------------------------------------------------------------------------|----------------------------------------|-----------------------------------------------------------|

|                                                                                              |                         |
|----------------------------------------------------------------------------------------------|-------------------------|
| 2929 Walnut Street<br>Philadelphia, Pennsylvania<br>(Address of principal executive offices) | 19104<br><br>(Zip Code) |
|----------------------------------------------------------------------------------------------|-------------------------|

Registrant's telephone number, including area code: 215-299-6000

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Indicate by check mark whether the registrant is an emerging growth company as defined in 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.

Check the appropriate box below if the Form 8-K 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
  
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act

oPre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act

oPre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

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ITEM 2.01. COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS.

In March 2017, FMC Corporation ("FMC" or "we") announced its intention to separate the FMC Lithium segment (subsequently renamed Livent Corporation, or "Livent") into a publicly traded company. The initial step of the separation, the initial public offering ("IPO") of Livent, closed on October 15, 2018. In connection with the IPO, Livent had granted the underwriters an option to purchase additional shares of common stock to cover over-allotments at the IPO price, less the underwriting discount. On November 8, 2018, the underwriters exercised in full their option to purchase additional shares. After completion of the IPO and the underwriters' exercise to purchase additional shares of common stock, FMC owned 123 million shares of Livent's common stock, representing approximately 84 percent of the total outstanding shares of Livent's common stock. On March 1, 2019, we completed the previously announced distribution of 123 million shares of common stock of Livent as a pro rata dividend on shares of FMC common stock outstanding at the close of business on the record date of February 25, 2019. In March 2019, as a result of the completed separation of Livent from FMC, our FMC Lithium segment was classified as a discontinued operation.

Attached as Exhibit 99.1 to this Current Report on Form 8-K, and incorporated herein by this reference, is a copy of FMC's press release dated March 1, 2019, announcing the completion of the separation.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(b) Pro Forma Financial Information.

Attached as Exhibit 99.2 to this Current Report on Form 8-K is certain unaudited pro forma condensed consolidated financial information of FMC. The unaudited pro forma condensed consolidated financial information of FMC was derived from FMC's historical consolidated financial statements and is presented to give effect to the disposition of FMC Lithium.

(d) Exhibits.

Exhibit

| Number | Description                                                                    |
|--------|--------------------------------------------------------------------------------|
| 99.1   | <u>Press Release</u>                                                           |
| 99.2   | <u>Unaudited pro forma condensed consolidated financial information of FMC</u> |

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.

FMC CORPORATION  
(Registrant)

By:                    /s/  
                          ANDREW  
                          D.  
                          SANDIFER  
                          Andrew D.  
                          Sandifer  
                          Executive  
                          Vice  
                          President  
                          and Chief  
                          Financial  
                          Officer

Date: March 7, 2019