

TMS International Corp.
Form 8-K
October 04, 2013

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): October 4, 2013

TMS INTERNATIONAL CORP.

(Exact name of registrant as specified in its charter)

001-35128
(Commission

File Number)

Delaware
(State or other jurisdiction of

incorporation or organization)
12 Monongahela Avenue

20-5899976
(I.R.S. Employer

Identification No.)

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P.O. Box 2000

Glassport, PA 15045

(412) 678-6141

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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 Instructions 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 240.14-2(b))
- “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13-4(c))

Item 8.01 Other Events

On October 4, 2013, TMS International Corp. (the Company) issued a news release announcing that Crystal Merger Sub, Inc. (Merger Sub), an entity controlled by family business interests of Thomas J. Pritzker and Gigi Pritzker (the Investors), as advised by The Pritzker Organization, L.L.C., has priced an offering of \$275 million in aggregate principal amount of senior notes due 2021 (the notes), which will bear interest at a rate of 7.625% per annum. The news release is attached as Exhibit 99.1 and is incorporated by reference herein.

The notes have been offered within the United States only to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the Securities Act), and outside the United States to non-U.S. investors. The notes offered have not been and will not be registered under the Securities Act and may not be offered or sold in the United States absent an applicable exemption from the registration requirements. The information contained in this report does not constitute an offer to sell or the solicitation of an offer to buy notes in any jurisdiction in which such an offer or sale would be unlawful.

All of the information furnished in Item 8.01 of this report and the accompanying exhibits are also intended to be included under Item 7.01 Regulation FD Disclosure and shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section and shall not be incorporated by reference in any filing under the Securities Act.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit 99.1 News Release dated October 4, 2013

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.

TMS INTERNATIONAL CORP.

Date: October 4, 2013

By: /s/ Daniel E. Rosati
Daniel E. Rosati
Executive Vice President and Chief Financial
Officer