

KEYW HOLDING CORP  
Form 8-K  
April 13, 2018

UNITED STATES  
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): April 13, 2018

THE KeyW HOLDING CORPORATION  
(Exact name of registrant as specified in its charter)

Maryland 001-34891 27-1594952  
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

7740 Milestone Parkway, Suite 400  
Hanover, Maryland 21076  
(Address of principal executive offices) (Zip Code)

(443) 733-1600  
(Registrant's telephone number, including area code)

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

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))

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.



Item 8.01 Other Events.

On April 13, 2018, The KeyW Holding Corporation (the “Company”) announced the commencement of a cash tender offer (the “Tender Offer”) by the Company to purchase any and all of its \$149.5 million aggregate principal amount of outstanding 2.50% Convertible Senior Notes due 2019 (CUSIP No. 493723 AA8).

A copy of the press release announcing the commencement of the Tender Offer is incorporated herein by reference and attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

Exhibit Number Description

99.1 Press Release announcing commencement of the Tender Offer, dated April 13, 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.

THE KeyW HOLDING CORPORATION  
(Registrant)

DATE: April 13, 2018

/s/ Michael J. Alber  
Michael J. Alber  
Executive Vice President and Chief Financial  
Officer

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EXHIBIT INDEX

Exhibit Number Description

99.1 Press Release announcing commencement of the Tender Offer, dated April 13, 2018.