

IRON MOUNTAIN INC
Form 8-K12B
January 21, 2015

**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): **January 20, 2015**

IRON MOUNTAIN INCORPORATED

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-13045

(Commission File Number)

23-2588479

(IRS Employer Identification No.)

One Federal Street, Boston, Massachusetts

(Address of Principal Executive Offices)

02110

(Zip Code)

(617) 535-4766

(Registrant's Telephone Number, Including Area Code)

Edgar Filing: IRON MOUNTAIN INC - Form 8-K12B

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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Edgar Filing: IRON MOUNTAIN INC - Form 8-K12B

- Ninth Supplemental Indenture to Senior Subordinated Indenture, dated as of December 30, 2002, among the Company, the Predecessor Registrant and The Bank of New York Trust Company, N.A, as trustee;

- Third Supplemental Indenture to Senior Subordinated Indenture, dated as of September 23, 2011, among the Company, the Predecessor Registrant and The Bank of New York Trust Company, N.A., as trustee;
- Second Supplemental Indenture to Senior Subordinated Indenture, dated as of August 13, 2013, among the Company, the Predecessor Registrant and Wells Fargo Bank, National Association, as trustee;
- Second Supplemental Indenture to Senior Subordinated Indenture, dated as of August 13, 2013, among the Company, the Predecessor Registrant, Iron Mountain Canada Operations ULC and Wells Fargo Bank, National Association, as trustee; and
- First Supplemental Indenture to Senior Subordinated Indenture, dated as of September 18, 2014, among the Company, the Predecessor Registrant, Iron Mountain Europe PLC, Wells Fargo Bank, National Association, as trustee, and Société Générale Bank & Trust, as Paying Agent, Registrar and Transfer Agent.

Pursuant to the Supplemental Indentures, as of the Effective Time, the Company assumed all of the obligations of the Predecessor Registrant under the respective indentures and related notes.

The foregoing description of the Supplemental Indentures is qualified in its entirety by reference to the Supplemental Indentures, copies of which are attached hereto as Exhibits 4.3, 4.4, 4.5, 4.6 and 4.7 and incorporated into this Item 1.01 by reference.

Item 1.02 Termination of a Material Definitive Agreement.

On January 20, 2015, the Predecessor Registrant terminated its REIT Status Protection Rights Agreement, dated as of December 9, 2013, between the Predecessor Registrant and Computershare Inc., as rights agent, as amended, or the Rights Agreement. As previously disclosed, the Rights Agreement provided for a dividend of one preferred stock purchase right, or a Right, for each share of the Predecessor Registrant's common stock, par value \$0.01 per share, or the Predecessor Registrant Common Stock, that was outstanding on December 20, 2013 and that became outstanding thereafter. Each Right entitled the holder to purchase from the Predecessor Registrant one one-thousandth of a share of Series A Junior Participating Preferred Stock, par value \$0.01 per share, for a purchase price of \$114.00, subject to adjustment as provided in the Rights Agreement. The Rights Agreement was terminated in connection with the closing of the Merger.

Item 2.01 Completion of Acquisition or Disposition of Assets.

Pursuant to the Merger Agreement, as of the Effective Time, the Predecessor Registrant was merged with and into the Company, with the Company as the surviving corporation. The Merger was consummated by the filing of a certificate of merger, effective as of 11:59 p.m., Eastern

Edgar Filing: IRON MOUNTAIN INC - Form 8-K12B

Time, on January 20, 2015, or the Certificate of Merger, with the Secretary of State of the State of Delaware. A copy of the Certificate of Merger is attached as Exhibit 3.2 and is incorporated into this Item 2.01 by reference.

1986, as amended, that are applicable to REITs in general and otherwise to address concerns relating to capital stock ownership, the Certificate generally prohibits any stockholder from owning more than 9.8% of the outstanding shares of Company Common Stock or any other class or series of the Company's stock. These limitations are subject to waiver or modification by the board of directors of the Company.

In addition, the Bylaws provide that, unless the Company consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall, to the fullest extent permitted by law, be the sole and exclusive forum for (1) any derivative action or proceeding brought on behalf of the Company, (2) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Company to the Company or the Company's stockholders, (3) any action asserting a claim arising pursuant to any provision of the General Corporation Law of the State of Delaware, or (4) any action asserting a claim governed by the internal affairs doctrine.

The foregoing description of the Company Common Stock is qualified in its entirety by the description of the Company Common Stock contained in the Description of Capital Stock attached hereto as Exhibit 4.1 and incorporated into this Item 3.03 by reference. In addition, the foregoing description of the Company Common Stock is qualified in its entirety by reference to the Certificate and the Bylaws, which are incorporated into this Item 3.03 by reference.

The information included under the caption Supplemental Indentures under Item 1.01 of this Current Report on Form 8-K, or this Current Report, and the information included under Item 1.02 of this Current Report is also incorporated into this Item 3.03 by reference.

Item 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Directors and Officers

The directors and executive officers of the Predecessor Registrant are also the directors and executive officers of the Company and remain so following the Merger, with each holding the same position or positions with the Company as with the Predecessor Registrant immediately prior to the Effective Time. The Company's directors will be subject to re-election at the 2015 annual meeting of the stockholders of the Company. In addition, the current standing committees (Audit, Compensation, Nominating and Governance, Finance and Risk and Safety) are the same standing committees of the Predecessor Registrant, and the membership of each committee remains unchanged.

Assumption of Employee Stock Plans and Awards

As a result of the Merger, as of the Effective Time, the Company assumed the Predecessor Registrant's equity incentive related plans and related award agreements, including (1) the Iron Mountain Incorporated 2014 Stock and Cash Incentive Plan, (2) the Iron Mountain Incorporated 2013 Employee Stock Purchase Plan, (3) the Iron Mountain Incorporated 2002 Stock Incentive Plan, as amended, (4) the Iron Mountain Incorporated 1997 Stock Option Plan, as amended, (5) the Iron Mountain Incorporated 1995 Stock Incentive Plan, as amended, (6) the Mimosa

- 3.2 Certificate of Merger, filed by the Company, effective as of January 20, 2015. (Filed herewith.)
- 3.3 Bylaws of the Company. (Incorporated by reference to Annex B-2 to the Iron Mountain REIT, Inc. Registration Statement on Form S-4, filed with the SEC on November 12, 2014, File No. 333-197819.)
- 4.1 Description of Iron Mountain Incorporated capital stock. (Filed herewith.)
- 4.2 Form of Common Stock Certificate. (Filed herewith.)
- 4.3 Ninth Supplemental Indenture, dated as of January 20, 2015, to Senior Subordinated Indenture, dated as of December 30, 2002, among the Company, the Predecessor Registrant and The Bank of New York Trust Company, N.A., as trustee. (Filed herewith.)
- 4.4 Third Supplemental Indenture, dated as of January 20, 2015, to Senior Subordinated Indenture, dated as of September 23, 2011, among the Company, the Predecessor Registrant and The Bank of New York Trust Company, N.A., as trustee. (Filed herewith.)
- 4.5 Second Supplemental Indenture, dated as of January 20, 2015, to Senior Subordinated Indenture, dated as of August 13, 2013, among the Company, the Predecessor Registrant and Wells Fargo Bank, National Association, as trustee. (Filed herewith.)
- 4.6 Second Supplemental Indenture, dated as of January 20, 2015, to Senior Subordinated Indenture, dated as of August 13, 2013, among the Company, the Predecessor Registrant, Iron Mountain Canada Operations ULC and Wells Fargo Bank, National Association, as trustee. (Filed herewith.)
- 4.7 First Supplemental Indenture, dated as of January 20, 2015, to Senior Subordinated Indenture, dated as of September 18, 2014, among the Company, the Predecessor Registrant, Iron Mountain Europe PLC, Wells Fargo Bank, National Association, as trustee, and Société Générale Bank & Trust, as Paying Agent, Registrar and Transfer Agent. (Filed herewith.)
- 4.8 Second Amendment to REIT Status Protection Rights Agreement, dated as of January 20, 2015, between the Predecessor Registrant and Computershare Inc. (Filed herewith.)

10.1 Assumption and Affirmation Agreement, dated as of January 20, 2015, among the Company, the Predecessor Registrant, Iron Mountain Information Management, LLC, Iron Mountain Holdings Group, Inc., Iron Mountain US Holdings, Inc., Iron Mountain Global Holdings, Inc., Iron Mountain Global LLC, Iron Mountain Fulfillment Services, Inc., Iron Mountain Intellectual Property Management, Inc., Iron Mountain Secure Shredding, Inc., Iron Mountain Information Management Services, Inc., Iron Mountain Canada Operations ULC, Iron Mountain Secure Shredding Canada, Inc., Iron Mountain Information Management Services Canada, Inc., Mountain Reserve III, Inc., Nettlebed Acquisition Corp., Iron Mountain do Brasil Ltda., Iron Mountain Switzerland GmbH, Iron Mountain Europe PLC, Iron Mountain Holdings (Europe) Limited, Iron Mountain (UK) Limited, Iron Mountain Australia Pty Ltd, Iron Mountain Australia Services Pty Ltd, Iron Mountain Australia Holdings Pty Ltd, Iron Mountain Austria Archivierung GmbH, Iron Mountain Luxembourg Services S.a.r.l., Luxembourg, Schaffhausen Branch and Iron Mountain International Holdings B.V. (Filed herewith.)

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.

IRON MOUNTAIN INCORPORATED

By:	/s/ Ernest W. Cloutier
Name:	Ernest W. Cloutier
Title:	Executive Vice President and General Counsel

Date: January 21, 2015