

Cooper-Standard Holdings Inc.
Form 8-K
May 15, 2013

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) May 15, 2013 (May 13, 2013)

COOPER-STANDARD HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation or organization)

000-54305
(Commission

File Number)

20-1945088
(I.R.S. Employer

Identification Number)

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39550 Orchard Hill Place Drive, Novi, Michigan
(Address of principal executive offices)

48375
(Zip code)

Registrant's telephone number, including area code (248) 596-5900

Check the appropriate box below in 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-4c))

Item 1.01 Entry into a Material Definitive Agreement

On May 13, 2013, Cooper-Standard Holdings Inc. (the "Company") entered into a purchase agreement (the "Purchase Agreement") by and among the Company and Deutsche Bank Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC and UBS Securities LLC (the "Initial Purchasers"), providing for the issuance and sale of an additional \$25.0 million aggregate principal amount of the Company's senior PIK toggle notes due 2018 (the "Notes") in an offering to qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933, as amended (the "Securities Act") and to non-U.S. persons in transactions outside the United States in reliance on Regulation S under the Securities Act. The Notes are expected to be treated as a single series with the Company's existing \$175.0 million aggregate principal amount of senior PIK toggle notes due 2018 (the "Existing Notes") and will have substantially the same terms as those of the Existing Notes. The Notes will be sold at an initial offering price of 101% of their principal amount, and the offering is expected to close, subject to the Credit Agreement Amendment Condition (described below) and other customary closing conditions, on May 20, 2013.

The Purchase Agreement contains customary representations, warranties, conditions to closing, indemnification rights and obligations of the parties and termination provisions. The Purchase Agreement also conditions the closing of the offering upon the Company's receipt of an amendment to its Amended and Restated Loan and Security Agreement, dated as of April 8, 2013, among the Company, Cooper-Standard Automotive Inc., Cooper-Standard Automotive Canada Limited, Cooper-Standard Automotive International Holdings B.V. and certain subsidiaries of the Company, certain lenders party thereto and Bank of America, N.A, as agent, to permit the incurrence by the Company of the Notes (the "Credit Agreement Amendment Condition").

The foregoing description of the Purchase Agreement is qualified in its entirety by reference to the Purchase Agreement, a copy of which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On May 13, 2013, the Company issued a press release announcing the private offering of an additional \$25.0 million aggregate principal amount of senior PIK toggle notes due 2018. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information set forth under Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 hereto are furnished pursuant to Item 7.01. Such information, including Exhibit 99.1 attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

The following exhibits are furnished pursuant to Item 9.01 of Form 8-K:

- 10.1 Purchase Agreement, dated May 13, 2013, by and among Cooper-Standard Holdings Inc. and Deutsche Bank Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC and UBS Securities LLC.
- 99.1 Press release dated May 13, 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 thereunto duly authorized.

Cooper-Standard Holdings Inc.

/s/ Timothy W. Hefferon

Name: Timothy W. Hefferon

Title: Vice President, General Counsel and Secretary

Date: May 15, 2013

EXHIBIT INDEX

Exhibit

Number

Exhibit Description

- | | |
|------|---|
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