

Item 1.01. Entry into a Material Definitive Agreement.

On February 1, 2018, Shiloh Holdings Netherlands B.V. ("Shiloh Netherlands"), a wholly-owned subsidiary of Shiloh Industries, Inc., entered into two Sale and Purchase Agreements (the "Agreements") with Brabant Alucast Services B.V., a limited liability company organized under the laws of The Netherlands ("Seller"), to acquire all of the issued and outstanding capital of each of Brabant Alucast Italy Site Verres S.r.l., a limited liability company organized under the laws of Italy, and Brabant Alucast The Netherlands Site Oss B.V, a limited liability company organized under the laws of the Netherlands ("Brabant Entities"). Shiloh Netherlands will purchase the Brabant Entities for an aggregate purchase price of EUR 52,949,000, subject to certain adjustments and holdbacks.

The obligations of the parties to consummate the transactions contemplated by the Agreements are subject to certain customary closing conditions. Under the Agreements, the Seller is obligated to operate the facilities owned by the Brabant Entities (the "Brabant Facilities") in the ordinary course and in a prudent and customary manner between February 1, 2018 and the Completion Date (as defined below). The acquisition is expected to be completed on the fifth business day following the date on which all conditions precedent in each of the Agreements are met ("Completion Date"), however, if certain conditions precedent are not met by June 30, 2018 each of the Agreements will automatically terminate pursuant to the terms of the Agreements. The parties are targeting a Completion Date of February 28, 2018.

Each of the Agreements includes special indemnities afforded to Shiloh Netherlands on a EUR per EUR basis with respect to any losses suffered in connection with such special indemnities detailed therein. Additionally, each of the parties is subject to a non-solicitation covenant relating to senior and key directors, officers and employees, amongst others, of the other party for a period of two years following the Completion Date.

Item 8.01. Other Events

On February 7, 2018, Shiloh Industries, Inc. issued a press release announcing the execution of the Agreements, which is attached as Exhibit 99.1 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits.

Shiloh Industries to Acquire Brabant Alucast Facilities in Verrés, Italy and Oss, Netherlands
(d) Exhibits.

99.1 Press Release issued by Shiloh Industries, Inc. on February 7, 2018

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.

SHILOH INDUSTRIES, INC.

/s/ W. Jay Potter

Date: February 7, 2018 By: Name: W. Jay Potter

Title: Senior Vice President and Chief Financial Officer

Exhibit Index

Exhibit No.	Description
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<u>99.1</u>	Press Release issued by Shiloh Industries, Inc. on February 7, 2018
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