

ROGERS CORP  
Form 8-K/A  
April 07, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K/A**

**CURRENT REPORT**

**(Amendment No. 1)**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported):

**January 22, 2015**

**ROGERS CORPORATION**

(Exact name of Registrant as specified in Charter)

**Massachusetts**

**1-4347**

**06-0513860**

(State or Other Jurisdiction of Incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

**One Technology Drive, P.O. Box 188, Rogers, Connecticut 06263-0188**

(Address of Principal Executive Offices and Zip Code)

**(860) 774-9605**

(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 204.13e-4(c))

**EXPLANATORY NOTE**

Rogers Corporation (“Rogers” or the “Company”) is filing this Amendment No. 1 to Current Report on Form 8-K (“Form 8-K/A”) to amend its Current Report on Form 8-K filed on January 26, 2015 (the “Initial Form 8-K”).

**Item 2.01** Completion of Acquisition or Disposition of Assets.

On January 26, 2015, Rogers filed the Initial Form 8-K reporting that it had closed the acquisition of Arlon, LLC and its subsidiaries, other than Arlon India (Pvt) Limited (collectively, “Arlon”) on January 22, 2015. This Form 8-K/A amends the Initial Form 8-K and is being filed in order to include the required financial statements of Arlon and the pro-forma financial information as required by Item 9.01 of Form 8-K, which were previously omitted.

**Item 9.01 Financial Statements and Exhibits.**

a) Financial Statements of Business Acquired

The audited financial statements of Arlon are filed as Exhibit 99.1 to this Form 8-K/A and are incorporated herein by reference.

b) Pro-Forma Financial Information

The unaudited pro-forma financial information with respect to Rogers’ acquisition of Arlon is filed as Exhibit 99.2 to this Form 8-K/A and is incorporated herein by reference.

**Exhibit No. Description**

	23.1	Consent of BDO USA, LLP
99.1		Consolidated Financial Statements of Arlon as of and for the year-ended December 31, 2014.
99.2		Unaudited Condensed Pro Forma Combined Financial Information as of December 31, 2014.

**SIGNATURE**

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.

**ROGERS CORPORATION**

By: /s/ David Mathieson

David Mathieson

Vice President, Finance and

Chief Financial Officer

Date: April 7, 2015