

BioTelemetry, Inc.  
Form 8-K  
April 10, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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 9, 2017**

**BioTelemetry, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-55039**  
(Commission File Number)

**46-2568498**  
(IRS Employer  
Identification No.)

**1000 Cedar Hollow Road**  
**Malvern, PA**  
(Address of Principal Executive Offices)

**19355**  
(Zip Code)

Registrant's telephone number, including area code: **(610) 729-7000**

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**Not Applicable**

(Former name or former address, if changed since last report)

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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))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On April 9, 2017, BioTelemetry, Inc. ( *Biotelemetry* ), Cardiac Monitoring Holding Company, LLC ( *Cardiac* ), a Delaware limited liability company and a wholly owned subsidiary of Biotelemetry, and LifeWatch AG ( *LifeWatch* ), a Swiss corporation, entered into a transaction agreement (the *Transaction Agreement* ) governing the proposed acquisition by Biotelemetry of all of the outstanding shares of LifeWatch with a nominal value of CHF 1.30 each (each a *LifeWatch Share* and collectively *LifeWatch Shares* ).

Pursuant to the terms of the *Transaction Agreement*, *Cardiac* has agreed to launch a public tender offer (the *Offer* ) in Switzerland to acquire all of the outstanding shares of *LifeWatch*. The per-share consideration for the tendered *LifeWatch Shares* will be comprised, at the election of each *LifeWatch* shareholder, of either (i) 0.1457 shares of *Biotelemetry* common stock, par value \$0.001 per share ( *Biotelemetry Common Stock* ), along with CHF10.00 in cash, or alternatively (ii) 0.2185 shares of *Biotelemetry* Common Stock along with CHF8.00 in cash.

The consummation of the *Offer* is subject to customary closing conditions, including the tender of such number of *LifeWatch Shares* that represent, when combined with any *LifeWatch Shares* that *Cardiac* and the parties acting in concert with *Cardiac* own, at least 67% of all issued and outstanding *LifeWatch Shares*; clearance by relevant merger control authorities; the absence of a material adverse effect with respect to *LifeWatch*; the absence of certain adverse resolutions by the general shareholders' meeting of *LifeWatch*; resignation of all current members of the board of directors of *LifeWatch* and election of *Biotelemetry*'s nominees to *LifeWatch*'s board of directors; and absence of any judgment, decision, order or any other authoritative measure of a competent court or governmental authority temporarily or permanently preventing, prohibiting or declaring illegal the *Offer* or its settlement. The consummation of the *Offer* is also subject to the approval of *Biotelemetry*'s board of directors or shareholders (if required) of the issuance of the shares of *Biotelemetry* Common Stock pursuant to the *Offer*, and the approval of the shares of *Biotelemetry* Common Stock issuable upon consummation of the *Offer* for listing on NASDAQ Global Select Market.

The *Transaction Agreement* contains certain covenants. In particular, *LifeWatch* has agreed, subject to certain exceptions, to (i) issue a report to the shareholders of *LifeWatch* recommending the acceptance of the *Offer*, (ii) convene an extraordinary shareholders' meeting, if and as requested by *Biotelemetry*, and schedule and recommend the election of *Biotelemetry*'s nominees to *LifeWatch*'s board of directors, and (iii) not to solicit alternative transactions or enter into discussions concerning, or provide confidential information in connection with, an alternative transaction. *Biotelemetry* has agreed to take all necessary steps to create additional *Biotelemetry* Common Stock if the existing *Biotelemetry* Common Stock is not sufficient to accommodate the *Offer*. The *Transaction Agreement* also contains customary representations and warranties.

The *Transaction Agreement* contains certain termination rights for both *Biotelemetry* and *LifeWatch*, and further provides that, upon termination of the *Transaction Agreement* under certain circumstances, *LifeWatch* may be obligated to pay *Biotelemetry* a fee as a partial reimbursement of *Biotelemetry*'s costs, expenses and/or damages related to preparing and making the *Offer*.

Following successful completion of the *Offer*, if *Cardiac* has acquired at least 90% of the outstanding *LifeWatch Shares*, it intends to acquire any untendered shares pursuant to a short-form merger in accordance with Swiss law. If *Cardiac* has acquired more than 98% of the outstanding *LifeWatch Shares*, it intends to acquire any untendered shares pursuant to a squeeze-out procedure under Swiss takeover regulation.

**Item 7.01. Regulation FD Disclosure.**

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On April 9, 2017, Biotelemetry and LifeWatch issued a joint press release, which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

Exhibit No.	Description
99.1	Press Release dated April 9, 2017

**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.

**BioTelemetry, Inc.**

By:

/s/ Peter F. Ferola  
Peter F. Ferola  
Senior Vice President and General Counsel

Date: April 9, 2017

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated April 9, 2017