

PTC INC.  
Form 8-K  
May 05, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 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 4, 2016**

**PTC Inc.**  
**(Exact Name of Registrant as Specified in Charter)**

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

**1-18059**  
**(Commission File Number)**

**140 Kendrick Street**

**04-2866152**  
**(I.R.S. Employer**  
**Identification No.)**

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**Needham, Massachusetts**

**02494-2714**

**(Address of Principal Executive Offices)**

**(Zip Code)**

**(781) 370-5000**

**(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:

- .. 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-4(c))

## Section 1 Registrant's Business and Operations

### Item 1.01 Entry into a Material Definitive Agreement.

On May 4, 2016, PTC Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with J.P. Morgan Securities LLC, as representative of the underwriters named therein (collectively, the Underwriters), pursuant to which the Company agreed to sell and the Underwriters agreed to purchase, upon the terms and subject to the conditions set forth therein, \$500 million aggregate principal amount of the Company's 6.000% Senior Notes due 2024 (the Notes). The Notes will be issued under an indenture to be entered into as of May 12, 2016 between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee (the Base Indenture), as amended and supplemented by the First Supplemental Indenture to be dated as of May 12, 2016 (together with the Base Indenture, the Indenture). The offering of the Notes is expected to close on May 12, 2016, subject to customary closing conditions.

The Underwriting Agreement includes customary representations, warranties, covenants and agreements, including an agreement by the Company to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended.

In order to furnish certain exhibits for incorporation by reference into the Registration Statement on Form S-3 of the Company previously filed with Securities and Exchange Commission (File No. 333-211049), the Company is filing the Underwriting Agreement as Exhibit 1.1 to such Registration Statement and the opinion of Locke Lord LLP, regarding the validity of the Notes to be sold by the Company pursuant to such Underwriting Agreement, as Exhibit 5.2 to such Registration Statement.

### *Relationships*

Certain of the Underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory and investment banking services for the Company, for which they may receive customary fees and expenses. In particular, affiliates of the Underwriters are parties to and lenders under the Company's credit facility.

## Section 9 Financial Statements and Exhibits

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

- 1.1 Underwriting Agreement, dated May 4, 2016, by and between PTC Inc. and J.P. Morgan Securities LLC, as the representative of the several underwriters named therein.
- 5.2 Opinion Letter of Locke Lord LLP.
- 23.2 Consent of Locke Lord LLP (included in Exhibit 5.2).

**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.

**PTC INC.**

May 5, 2016

By: /s/ Andrew Miller

Name: Andrew Miller

Title: Executive Vice President and Chief

Financial Officer

**Exhibit Index**

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