

**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): **June 17, 2019**

**CIRCOR INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction  
of incorporation or organization)

**001-14962**

(Commission  
File Number)

**04-3477276**

(I.R.S. Employer  
Identification No.)

**30 CORPORATE DRIVE, SUITE 200  
BURLINGTON, MASSACHUSETTS 01803-4238**

(Address of principal executive offices) (Zip Code)

**(781) 270-1200**

(Registrant's telephone number, including area code)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.01 per share	CIR	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

**Item 8.01 Other Events.**

On June 17, 2019, CIRCOR International, Inc. (the “Company”) issued a press release relating to the commencement by CR Acquisition Company, a Delaware corporation and wholly-owned subsidiary of Crane Co., a Delaware corporation, on June 17, 2019, of an unsolicited tender offer to purchase all the outstanding shares of the Company’s common stock. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">CIRCOR International, Inc. Press Release, dated June 17, 2019</a>

**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.

**CIRCOR INTERNATIONAL, INC.**

Date: June 17, 2019

By: /s/ Scott A. Buckhout  
Name: Scott A. Buckhout  
Title: President and Chief Executive Officer

## CIRCOR to Review Crane’s Unsolicited Tender Offer

BURLINGTON, Mass., June 17, 2019 — CIRCOR International, Inc. (NYSE: CIR) (“CIRCOR”) today confirmed that Crane Co. (NYSE: CR) (“Crane”) has commenced an unsolicited tender offer to acquire all of the outstanding shares of CIRCOR common stock for \$45 per share in cash.

Consistent with its fiduciary duties and in consultation with its independent legal and financial advisors, the CIRCOR board of directors will carefully review and evaluate Crane’s tender offer to determine the course of action that it believes is in the best interests of CIRCOR and its shareholders. CIRCOR shareholders do not need to take any action at this time.

The CIRCOR board of directors intends to make its recommendation with respect to the tender offer to shareholders within ten business days by making available to shareholders and filing with the Securities and Exchange Commission a Solicitation / Recommendation Statement on Schedule 14D-9.

### About CIRCOR

CIRCOR International, Inc. is a leading global flow control technology company that designs, manufactures and markets differentiated technology products and sub-systems for markets including aerospace & defense, industrials and oil & gas. CIRCOR has a diversified flow and motion control product portfolio with recognized, market-leading brands that fulfill its customers’ mission critical needs. CIRCOR’s strategy is to grow organically and through complementary acquisitions; simplify CIRCOR’s operations; achieve world class operational excellence; and attract and retain top talent.

CIRCOR routinely posts information that may be important to investors in the “Investor Relations” section of its website at [www.circor.com](http://www.circor.com). The company encourages investors and potential investors to consult the CIRCOR website regularly for important information.

### Additional Information About the Crane Tender Offer

CIRCOR International, Inc. (“CIRCOR”) intends to file a Solicitation / Recommendation Statement on Schedule 14D-9 with respect to the Crane tender offer with the Securities and Exchange Commission (“SEC”) within ten business days of the commencement of the tender offer. **CIRCOR SHAREHOLDERS ARE ADVISED TO READ THE SOLICITATION / RECOMMENDATION STATEMENT AND OTHER RELEVANT DOCUMENTS THAT ARE FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE TENDER OFFER.** Shareholders will be able to obtain free copies of the Solicitation / Recommendation Statement and other documents filed with the SEC by CIRCOR with respect to the tender offer at the SEC’s website at <http://www.sec.gov>. In addition, shareholders will be able to obtain free copies of these documents from CIRCOR by directing a request to CIRCOR at CIRCOR International, 30 Corporate Drive, Suite 200, Burlington, Massachusetts 01803-4238, Attention: investor relations, or by calling (781) 270-1200. Shareholders may also request copies of these documents from MacKenzie Partners, Inc., which is assisting CIRCOR in this matter, by calling 800-322-2885 Toll-Free or by email at [circor@mackenziepartners.com](mailto:circor@mackenziepartners.com).

### Forward Looking Statements

This press release contains forward-looking statements. Reliance should not be placed on forward-looking statements because they involve risks, uncertainties and other factors, which are, in some cases, beyond the control of CIRCOR. Any statements in this press release that are not statements of historical fact are forward-looking statements, including, but not limited to, those relating to Crane’s unsolicited tender offer. Actual events, performance or results could differ materially from the anticipated events, performance or results expressed or implied by such forward-looking statements. Important factors that could cause actual results to vary from expectations include, but are not limited to: our ability to respond to competitive developments and to grow our business, both domestically and internationally; changes in the cost, quality or supply of raw materials; our ability to comply with our debt obligations; our ability to successfully implement our acquisition, divestiture or restructuring strategies, including our integration of

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the Fluid Handling business; changes in industry standards, trade policies or government regulations, both in the United States and internationally; and our ability to operate our manufacturing facilities at current or higher levels and respond to increases in manufacturing costs. BEFORE MAKING ANY INVESTMENT DECISIONS REGARDING CIRCOR, WE STRONGLY ADVISE YOU TO READ THE SECTION ENTITLED “RISK FACTORS” IN OUR MOST RECENT ANNUAL REPORT ON FORM 10-K AND SUBSEQUENT REPORTS ON FORMS 10-Q, WHICH CAN BE ACCESSED UNDER THE “INVESTORS” LINK OF OUR WEBSITE AT [WWW.CIRCOR.COM](http://WWW.CIRCOR.COM). We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

## **Contacts**

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