

OM GROUP INC  
Form 8-K  
March 25, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): March 23, 2015**

**OM GROUP, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**950 Main Avenue**

**001-12515**  
**(Commission**

**File Number)**

**52-1736882**  
**(IRS Employer**

**Identification No.)**

**44113**

**Suite 1300**

**Cleveland, Ohio**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (216) 781-0083**

**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))

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

On March 23, 2015, OM Group, Inc. (the Company ) entered into an agreement (the Agreement ) with Steven A. Loukas, David A. Lorber, Zachary R. George, Allen A. Spizzo, FrontFour Capital Group, LLC and various affiliated entities (collectively, FrontFour ) to settle a potential election contest in connection with the Company s 2015 annual meeting of stockholders (the 2015 Annual Meeting ).

Under the terms of the Agreement, the Company agreed, among other things, to increase the size of the Board to nine members, by adding an additional director to the Company s Board of Directors, and to take all necessary actions to nominate David A. Lorber, Joseph M. Gingo and Carl Christenson to serve as directors until the 2018 annual meeting of stockholders. The Company will not nominate Richard W. Blackburn and Steven J. Demetriou for reelection at the 2015 Annual Meeting. The Company has also agreed to appoint Allen A. Spizzo as director of the Company whose term will end at the Company s 2016 annual meeting of stockholders (the 2016 Annual Meeting ).

Pursuant to the Agreement, FrontFour has agreed not to nominate any directors or bring any other business or proposals before or at the 2015 Annual Meeting. At the 2015 Annual Meeting, FrontFour has also agreed to vote all of the shares of Company common stock it beneficially owns (i) in favor of the Company s slate of directors, (ii) to ratify the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm for 2015, (iii) in accordance with the Company s recommendation on the say-on-pay proposal, and (iv) in accordance with the recommendation of Institutional Shareholders Services with respect to any other matter that comes before the 2015 Annual Meeting.

FrontFour is also subject to standstill provisions under the Agreement. Such provisions generally remain in effect until the earlier of (x) the date that is 15 business days before the deadline for the submission of shareholder nominations for the 2016 Annual Meeting pursuant to the Company s bylaws or (y) the date that is 60 calendar days prior to the first anniversary of the 2015 Annual Meeting. These provisions restrict FrontFour s ability to engage in certain proxy solicitations, make certain stockholder proposals, call meetings of stockholders, solicit consents from stockholders, obtain additional representation on the Board or seek to remove any of the Company s directors.

The foregoing description of the Agreement is qualified in its entirety by reference to the Agreement, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 8.01. Other Events.**

On March 23, 2015, the Company issued a press release announcing it had entered into the Agreement.

A copy of the press release is attached hereto as Exhibit 99.1.

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

(d) Exhibits.

**Exhibit**

**Number**

**Description**

10.1

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Settlement Agreement, dated as of March 23, 2015, by and among OM Group, Inc., FrontFour Capital Group LLC, FrontFour Master Fund, LTD., FrontFour Opportunity Fund LTD., FrontFour Capital Corp., Steven A. Loukas, David A. Lorber, Zachary R. George and Allen A. Spizzo

99.1

Press Release dated March 23, 2015

**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.

**OM GROUP**

By: /s/ Valerie Gentile Sachs  
Name: Valerie Gentile Sachs  
Title: Vice President, General Counsel  
and Secretary

March 25, 2015

**Exhibit Index**

**Exhibit**

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 10.1          | Settlement Agreement, dated as of March 23, 2015, by and among OM Group, Inc., FrontFour Capital Group LLC, FrontFour Master Fund, LTD., FrontFour Opportunity Fund LTD., FrontFour Capital Corp., Steven A. Loukas, David A. Lorber, Zachary R. George and Allen A. Spizzo |
| 99.1          | Press Release dated March 23, 2015  |