

FMC CORP
Form 8-K
March 22, 2019

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) March 22, 2019

FMC CORPORATION
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	1-2376 (Commission File Number)	94-0479804 (I.R.S. Employer Identification No.)
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2929 Walnut Street Philadelphia, Pennsylvania (Address of principal executive offices)	19104 (Zip Code)
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Registrant's telephone number, including area code: 215-299-6000

Indicate by check mark whether the registrant is an emerging growth company as defined in 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.

Check the appropriate box below if the Form 8-K 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
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act

- oPre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
 - oPre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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Item 2.02 Results of Operations and Financial Condition.

In March 2017, FMC Corporation ("FMC" or "we") announced its intention to separate the FMC Lithium segment (subsequently renamed Livent Corporation, or "Livent") into a publicly traded company. The initial step of the separation, the initial public offering ("IPO") of Livent, closed on October 15, 2018. In connection with the IPO, Livent had granted the underwriters an option to purchase additional shares of common stock to cover over-allotments at the IPO price, less the underwriting discount. On November 8, 2018, the underwriters exercised in full their option to purchase additional shares. After completion of the IPO and the underwriters' exercise to purchase additional shares of common stock, we owned 123 million shares of Livent's common stock, representing approximately 84 percent of the total outstanding shares of Livent's common stock. On March 1, 2019, we completed the previously announced distribution of 123 million shares of common stock of Livent as a pro rata dividend on shares of FMC common stock outstanding at the close of business on the record date of February 25, 2019. In March 2019, as a result of the completed separation of Livent from FMC, our FMC Lithium segment was classified as a discontinued operation. Attached as Exhibit 99.1 are schedules presenting certain financial information of FMC after reclassifying our FMC Lithium segment to a discontinued operation for each quarterly period within our fiscal year ended December 31, 2018 as well as the full year fiscal years ended December 31, 2018 and 2017, respectively.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Financial Schedules reclassifying FMC Lithium segment to a Discontinued Operation

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 thereunto duly authorized.

FMC CORPORATION
(Registrant)

By: /s/
ANDREW
D.
SANDIFER
Andrew D.
Sandifer
Executive
Vice
President
and Chief
Financial
Officer

Date: March 22, 2019