

FOX FACTORY HOLDING CORP

Form 8-K

June 20, 2014

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 20, 2014

Fox Factory Holding Corp.

(Exact name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

915 Disc Drive

Scotts Valley, California 95066

(Address of Principal Executive Offices) (Zip Code)

(831) 274-6500

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

001-36040

(Commission
File Number)

26-1647258

(IRS Employer
Identification Number)

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:

- c Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- c Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- c Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- c Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

On May 30, 2014, Fox Factory Holding Corp. (the "Company") filed a Form 8-K/A, amending the Current Report on Form 8-K on April 1, 2014 reporting the completion of its acquisition of certain assets and assumption of liabilities of Sport Truck USA, Inc. ("Sport Truck"). The sole purpose of this Current Report on Form 8-K is to provide additional historical financial statements for Sport Truck and pro forma financial information for the Company and Sport Truck.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

The Condensed Consolidated Balance Sheets of Sport Truck as of March 31, 2014 (unaudited) and December 31, 2013 (audited) and the related unaudited Condensed Consolidated Statements of Income, Comprehensive Income, and Cash Flows for the three months ended March 31, 2014 and 2013 are filed as Exhibit 99.1 to this amendment.

(b) Pro Forma Financial Information.

The unaudited Pro Forma Combined Condensed Income Statement of the Company and Sport Truck and explanatory notes related to the acquisition of Sport Truck for the three months ended March 31, 2014 are filed as Exhibit 99.2 to this amendment.

The unaudited pro forma financial information is provided for informational purposes only and is not necessarily indicative of what the actual results of operations would have been had the transactions taken place on the assumed date; nor is it indicative of the future consolidated results of operations or financial position of the combined companies.

(d) Exhibits.

Exhibit Number	Description
99.1	Condensed Consolidated Balance Sheets of Sport Truck USA, Inc. as of March 31, 2014 (unaudited) and December 31, 2013 (audited) and the related unaudited Condensed Consolidated Statements of Income, Comprehensive Income, and Cash Flows for the three months ended March 31, 2014 and 2013.
99.2	Unaudited Pro Forma Combined Condensed Income Statement of Fox Factory Holding Corp. and Sport Truck USA, Inc. and explanatory notes for the three months ended March 31, 2014.

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 thereunto duly authorized.

Date: June 20, 2014

Fox Factory Holding Corp.

By: /s/ Zvi Glasman

Zvi Glasman

Chief Financial Officer and Treasurer