

Diplomat Pharmacy, Inc.
Form 8-K
January 05, 2018

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): **January 4, 2018**

Diplomat Pharmacy, Inc.

(Exact Name of Registrant as Specified in its Charter)

Michigan
(State or Other Jurisdiction
of Incorporation)

001-36677
(Commission File Number)

38-2063100
(IRS Employer
Identification No.)

4100 S. Saginaw St.

Flint, Michigan 48507

(Address of Principal Executive Offices) (Zip Code)

(888) 720-4450

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(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 (*see* General Instruction A.2. below):

- 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))

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 5.03.

Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

In connection with the matters described in Item 5.02 of this report, the Board amended Article V of the Company's Bylaws to clarify the duties and responsibilities of the Chairman of the Board, Chief Executive Officer and President of the Company. The foregoing summary of the amendment is qualified in its entirety by reference to the full text of the Bylaws, as amended and restated. The Amended and Restated Bylaws are filed as Exhibit 3.1 to this report and are incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

Appointment of Ben Wolin as Chairman of the Board

On January 4, 2018, Ben Wolin was appointed as the Company's Chairman of the Board, effective immediately. Mr. Wolin previously served as independent Lead Director of the Board since February 2017, which role will no longer exist due to such appointment.

2017 Guidance Update and Preliminary 2018 Guidance

On January 5, 2018, the Company announced an update to its 2017 guidance and provided a preliminary 2018 outlook. A copy of the Company's news release regarding the foregoing is attached hereto as Exhibit 99.2 and is incorporated herein by reference. The information in this Item 7.01 and the attached exhibit shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act except as shall be expressly stated by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

No.	Description
3.1	<u>Amended and Restated Bylaws of Diplomat Pharmacy, Inc.</u>
99.1	<u>Company news release dated January 5, 2018, regarding the Company's officers and Chairman of the Board</u>
99.2	<u>Company news release dated January 5, 2018, regarding financial guidance</u>

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Diplomat Pharmacy, Inc.

By: */s/ Atul Kavthekar*
Atul Kavthekar
Chief Financial Officer

Date: January 5, 2018