

EDGEWATER TECHNOLOGY INC/DE/
Form 425
October 18, 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): October 17, 2018

EDGEWATER TECHNOLOGY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

000-20971
(Commission File No.)

71-0788538
(IRS Employer Identification No.)

200 Harvard Mill Square, Suite 320

Wakefield, Massachusetts 01880

(Address of Principal Executive Offices)(Zip Code)

Registrant's telephone number, including area code: **(781) 246-3343**

(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 (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 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On October 17, 2018, the Company entered into amendment no. 2 (the Amendment) to the Arrangement Agreement, dated as of March 15, 2018 (as amended by both amendment no. 1 dated as of September 10, 2018 and the Amendment, the Arrangement Agreement), among Alithya Group inc. (New Alithya) (f/k/a 9374-8572 Québec Inc.), Alithya Group Inc. (Alithya), 9374-8572 Delaware Inc, and Edgewater. The Amendment fixes the Equity Exchange Ratio, as defined in the Arrangement Agreement, at 1.1918 New Alithya Subordinate Voting Shares for each share of Edgewater common stock.

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

ITEM 8.01 OTHER EVENTS

On October 17, 2018, the Company issued a press release regarding indications received from certain stockholders. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Important Information for Shareholders and Other Investors

This Current Report on Form 8-K does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. The proposed business combination will be submitted to the stockholders of Edgewater for their consideration. Edgewater has prepared and filed with the SEC a proxy statement dated September 28, 2018 on Form 14-A (File No. 000-20971) regarding the business combination described in the Arrangement Agreement. Edgewater has also filed, and may also file in the future, other documents with the SEC from time to time.

BEFORE MAKING ANY VOTING OR INVESTMENT DECISION WITH RESPECT TO THE PROPOSED BUSINESS COMBINATION DESCRIBED IN THE ARRANGEMENT AGREEMENT, STOCKHOLDERS AND OTHER INVESTORS ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT AND OTHER RELEVANT MATERIALS THAT ARE FILED OR WILL BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT EDGEWATER, ALITHYA AND NEW ALITHYA AND THE PROPOSED BUSINESS COMBINATION.

Stockholders and other investors may obtain free copies of the prospectus/proxy statement and other documents containing important information about New Alithya, Edgewater and Alithya as filed with the SEC through the website maintained by the SEC at www.sec.gov. Copies of the documents filed with the SEC are also available free of charge on Edgewater's website at www.edgewater.com under the tab Investor Relations and then through the link titled SEC Filings or by contacting by e-mail at ir@edgewater.com, or by phone at (781) 246-3343.

Participants in the Solicitation

Edgewater and certain of its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Edgewater in connection with the proposed business combination. Information about the directors and executive officers of Edgewater is set forth in the proxy statement. That document can be obtained free of charge from the sources indicated above. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, is contained in the proxy statement and other relevant materials filed with the SEC.

Cautionary Statement Regarding Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements which are protected as forward-looking statements under the Private Securities Litigation Reform Act of 1995 that are not limited to historical facts, but reflect Edgewater's current beliefs, expectations or intentions regarding future events. Words such as may, will, could, should, expect, plan, project, intend, anticipate, believe, estimate, predict, potential, pursuant, similar expressions are intended to identify such forward-looking statements. The statements in this Current Report on Form 8-K that are not historical statements, including statements regarding the expected timetable for completing the proposed business combination, benefits and synergies of the proposed business combination, costs and other anticipated financial impacts of the proposed business combination, the combined company's plans and objectives, the tax treatment of the proposed business combination, future opportunities for the combined company and services, future financial performance and operating results, and any other statements regarding the Edgewater's future expectations, beliefs, plans, objectives, financial conditions, assumptions or future events or performance, are forward-looking statements within the meaning of the federal securities laws. These statements are subject to numerous risks and uncertainties, many of which are beyond Edgewater's or control, which could cause actual results to differ materially from the results expressed or implied by the statements.

These risks and uncertainties include, but are not limited to: failure to obtain the required votes of Edgewater's or Alithya's shareholders; the timing to consummate the proposed business combination; the conditions to closing of the proposed business combination may not be satisfied or that the closing of the proposed business combination otherwise does not occur; the risk that a court approval that may be required for the proposed business combination is not obtained or is obtained subject to conditions that are not anticipated; the diversion of management time on transaction-related issues; the ultimate timing, outcome and results of integrating the operations of Edgewater and Alithya; the effects of the proposed business combination on Edgewater and Alithya following the consummation of the proposed business combination, including the combined company's future financial condition, results of operations, strategy and plans; potential adverse reactions or changes to business relationships involving either or both Edgewater and Alithya resulting from the announcement or completion of the proposed business combination; expected synergies and other benefits from the proposed business combination and the ability of the combined companies to realize such synergies and other benefits; results of litigation, settlements and investigations; actions by third parties, including governmental agencies; global economic conditions; difficulty in integrating acquisitions; shortages, delays in delivery and interruptions of supply of equipment, supplies and materials; weather; loss of, or reduction in business with, key customers; legal proceedings; ability to effectively identify and enter new markets; governmental regulation; and ability to retain management and field personnel.

Additional information concerning factors that could cause actual results to differ materially from those in the forward-looking statements is contained from time to time in Edgewater's SEC filings. Edgewater's filings may be obtained by contacting Edgewater or the SEC or through Edgewater's web site at <http://www.edgewater.com/> or through the SEC's Electronic Data Gathering and Analysis Retrieval System (EDGAR) at <http://www.sec.gov>.

The foregoing list of risk factors is not exhaustive. These risks, as well as other risks associated with the proposed business combination, are more fully discussed in the proxy statement filed with the SEC in connection with the proposed business combination. Edgewater does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

Exhibit Number	Description of Exhibit
10.1	<u>Amendment No. 2 to Arrangement Agreement, dated as of September 10, 2018, to Arrangement Agreement, dated as of March 15, 2018, among 9374-8572 Québec Inc., Alithya Group Inc. (Alithya) and 9374-8572 Delaware Inc.</u>
99.1	<u>Press release dated October 17, 2018.</u>

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.

Dated: October 17, 2018

EDGEWATER TECHNOLOGY, INC.

By: /s/ Jeffrey Rutherford

Name: Jeffrey Rutherford

Title: Interim President and Chief Executive
Officer