

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 27, 2018

IMPAX LABORATORIES, INC.

(Exact name of registrant as specified in its charter)

Delaware

001-34263

65-0403311

(State of  
Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

30831 Huntwood Avenue, Hayward, CA

94544

(Address of principal executive offices)

(Zip Code)

(510) 240-6000

Registrant's telephone number,  
including area code

N/A

(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 5.07 Submission of Matters to a Vote of Security Holders.**

Impax Laboratories, Inc. (the “Company”) held a special meeting of Impax stockholders (the “Special Meeting”) on March 27, 2018. On February 9, 2018, the record date for stockholders entitled to notice of, and to vote at, the Special Meeting, 74,051,651 common shares of the Company were issued and outstanding. The holders of 52,408,039 common shares of the Company were present at the Special Meeting, either in person or represented by proxy, constituting a quorum.

The certified results of the matters voted upon at the Special Meeting, which are more fully described in the Company’s definitive proxy statement, filed with the United States Securities and Exchange Commission (the “SEC”) on February 12, 2018, are as follows:

**Proposal 1. Approval of the Business Combination Agreement**

Approval of the Business Combination Agreement (the “BCA”), dated as of October 17, 2017, among the Company, Amneal Pharmaceuticals LLC (“Amneal”), Atlas Holdings, Inc., a direct wholly owned subsidiary of the company (“Holdco”) and K2 Merger Sub Corporation, a direct wholly owned subsidiary of Holdco (“Merger Sub”), as amended on November 21, 2017 and December 16, 2017, and the transactions contemplated thereby (the “Combination”), which we refer to as the combination proposal:

<b><u>Votes For</u></b>	<b><u>Votes Against</u></b>	<b><u>Abstentions</u></b>	<b><u>Broker Non-Votes</u></b>
51,784,827	96,770	526,441	0

The combination proposal was approved.

**Proposal 2. Advisory Vote on Executive Compensation**

Approval, on a non-binding, advisory basis, of the compensation that may be paid or become payable to the named executive officers of the Company relating to the Combination as contemplated by the BCA, which we refer to as the compensation proposal:

<b><u>Votes For</u></b>	<b><u>Votes Against</u></b>	<b><u>Abstentions</u></b>	<b><u>Broker Non-Votes</u></b>
50,489,803	1,171,722	746,514	0

The compensation proposal was approved on an advisory (non-binding) basis.

**Proposal 3. Atlas Holdings, Inc. 2018 Incentive Award Plan**

Approval and adoption of the Atlas Holdings, Inc. 2018 Incentive Award Plan, which we refer to as the 2018 plan proposal.

<b><u>Votes For</u></b>	<b><u>Votes Against</u></b>	<b><u>Abstentions</u></b>	<b><u>Broker Non-Votes</u></b>
50,418,402	1,849,001	140,635	0

The 2018 plan proposal was approved.

#### Proposal 4. Adjournment

Approval to adjourn the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes to adopt the BCA, to prevent a violation of applicable law, or to provide stockholders any supplement or amendment to the definitive proxy statement filed with the SEC on February 12, 2018.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
49,168,450	2,504,408	735,181	0

The adjournment proposal was approved.

#### **Item 8.01 Other Events.**

On March 27, 2018, the Company issued a press release announcing the results of the Special Meeting. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

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

(d) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	<a href="#">Press Release, dated March 27, 2018</a>

**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 hereunto duly authorized.

Dated: March 27, 2018

**IMPAX LABORATORIES, INC.**

By: /s/ Bryan M. Reasons

Name: Bryan M. Reasons

Title: Senior Vice President, Finance and Chief Financial Officer

SC1:4610374.3



**FOR IMMEDIATE RELEASE**

**CONTACTS:**

**Amneal**

Apurva Saraf  
(631) 742-7674

**Impax**

Mark Donohue  
(215) 558-4526

**Impax Shareholders Approve Proposed Business Combination with Amneal**

**BRIDGEWATER, NJ, March 27, 2018 – Impax Laboratories, Inc. (NASDAQ: IPXL)**, today announced that at its special meeting of stockholders held today, Impax stockholders overwhelmingly approved the previously announced business combination of Impax with Amneal Pharmaceuticals LLC. At the meeting, 51.8 million shares, or approximately 99% of votes cast, voted in favor of the business combination.

“We appreciate the strong support we have received from Impax shareholders for our transformational combination with Amneal,” said Paul Bisaro, President and Chief Executive Officer of Impax. “Today’s approval represents an important milestone in the process to combine our two organizations and create a diversified pharmaceutical company with stronger capabilities and greater resources. We look forward to continuing to work closely with Amneal to complete the transaction so we can provide greater access to safe and affordable medicine for patients, open up new opportunities for our employees and deliver enhanced value for shareholders.”

Impax’s shareholder approval satisfies one of the conditions to the closing of the transaction. The closing of the transaction remains subject to certain regulatory approvals and satisfaction of customary closing conditions, and is expected to occur in the second quarter of this year.

**About Amneal**

Amneal Pharmaceuticals LLC, a privately-held company headquartered in Bridgewater, New Jersey, is one of the largest and fastest growing generic pharmaceutical manufacturers in the United States. Founded in 2002, Amneal now has more than 5,000 employees in its operations in North America, Asia, and Europe, working together to bring high-quality, affordable medicines to patients worldwide. Amneal has significantly expanded its portfolio of generic products to include complex dosage forms in a broad range of therapeutic areas. For more information, visit [www.amneal.com](http://www.amneal.com).

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## **About Impax**

Impax Laboratories, Inc. is a specialty pharmaceutical company applying its formulation expertise and drug delivery technology to the development of controlled-release and specialty generics in addition to the development of central nervous system disorder branded products. Impax markets its generic products through its Impax Generics division and markets its branded products through the Impax Specialty Pharma division. Additionally, where strategically appropriate, Impax develops marketing partnerships to fully leverage its technology platform and pursues partnership opportunities that offer alternative dosage form technologies, such as injectables, nasal sprays, inhalers, patches, creams, and ointments. For more information, please visit Impax's web site at: [www.impaxlabs.com](http://www.impaxlabs.com).

## **Forward-Looking Statements**

This communication includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements are based on our beliefs and assumptions. These forward-looking statements are identified by terms and phrases such as: anticipate, believe, intend, estimate, expect, continue, should, could, may, plan, project, predict, will, target, potential, forecast, and the negative thereof and similar expressions. Forward-looking statements by their nature address matters that are, to different degrees, uncertain, such as statements about the potential timing or consummation of the proposed transaction or the anticipated benefits thereof, including, without limitation, future financial and operating results. Impax cautions readers that these and other forward-looking statements are not guarantees of future results and are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those expressed in any forward-looking statements. Important risk factors that could cause actual results to differ materially from those indicated in any forward-looking statement include, but are not limited to: (i) the ability to obtain regulatory approvals, or the possibility that they may delay the transaction between Impax Laboratories, Inc. ("Impax") and Amneal Pharmaceuticals LLC ("Amneal") pursuant to the Business Combination Agreement dated as of October 17, 2017 by and among Impax, Amneal, Atlas Holdings, Inc. ("Holdco"), and K2 Merger Sub Corporation, as amended by Amendment No. 1, dated November 21, 2017, and Amendment No. 2, dated December 16, 2017 or that such regulatory approval may result in the imposition of conditions that could cause the parties to abandon the transaction, (ii) the risk that a condition to effecting the transaction may not be satisfied; (iii) the ability of Impax and Amneal to integrate their businesses successfully and to achieve anticipated synergies, (iv) the possibility that other anticipated benefits of the proposed transaction will not be realized, including without limitation, anticipated revenues, expenses, earnings and other financial results, and growth and expansion of the new combined company's operations, and the anticipated tax treatment, (v) potential litigation relating to the proposed transaction that could be instituted against Impax, Amneal or their respective directors, (vi) possible disruptions from the proposed transaction that could harm Impax's and/or Amneal's business, including current plans and operations, (vii) the ability of Impax or Amneal to retain, attract and hire key personnel, (viii) potential adverse reactions or changes to relationships with clients, employees, suppliers or other parties resulting from the announcement or completion of the transaction, (ix) potential business uncertainty, including changes to existing business relationships, during the pendency of the business combination that could affect Impax's or Amneal's financial performance, (x) certain restrictions during

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the pendency of the transaction that may impact Impax's or Amneal's ability to pursue certain business opportunities or strategic transactions, (xi) continued availability of capital and financing and rating agency actions, (xii) legislative, regulatory and economic developments; (xiii) unpredictability and severity of catastrophic events, including, but not limited to, acts of terrorism or outbreak of war or hostilities, as well as management's response to any of the aforementioned factors; and (xiv) such other factors as are set forth in Impax's periodic public filings with the SEC, including but not limited to those described under the headings "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Information" in Impax's Form 10-K for the fiscal year ended December 31, 2017, in the Form S-4 filed by Holdco, in the definitive proxy statement on Schedule 14A filed by Impax and in Impax's other filings made with the SEC from time to time, which are available via the SEC's website at [www.sec.gov](http://www.sec.gov). While the list of factors presented here is, and the list of factors to be presented in the proxy statement are, considered representative, no such list should be considered to be a complete statement of all potential risks and uncertainties. Unlisted factors may present significant additional obstacles to the realization of forward looking statements. Consequences of material differences in results as compared with those anticipated in the forward-looking statements could include, among other things, business disruption, operational problems, financial loss, legal liability to third parties and similar risks, any of which could have a material adverse effect on Impax's or Amneal's consolidated financial condition, results of operations, credit rating or liquidity. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than Impax has described. All such factors are difficult to predict and beyond our control. All forward-looking statements included in this document are based upon information available to Impax on the date hereof, and unless legally required, Impax disclaims and does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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