
**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): May 25, 2018

FAIRMOUNT SANTROL HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36670
(Commission
File Number)

34-1831554
(IRS Employer
Identification No.)

8834 Mayfield Road, Chesterland, Ohio
(Address of Principal Executive Offices)

44026
(Zip Code)

(800) 255-7263
Registrant's telephone number, including area code

Not Applicable
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:

- 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.

On May 25, 2018, Fairmount Santrol Holdings Inc. (“Fairmount Santrol”) held a special meeting of stockholders to consider and vote upon the following matters:

- (1) a proposal to adopt the Agreement and Plan of Merger, dated as of December 11, 2017, by and among Fairmount Santrol, SCR-Sibelco NV, a privately-owned Belgian company, Unimin Corporation, a Delaware corporation (“Unimin”), Bison Merger Sub, Inc., a Delaware corporation and direct wholly owned subsidiary of Unimin (“Merger Sub”), and Bison Merger Sub I, LLC, a Delaware limited liability company and direct wholly owned subsidiary of Unimin (as it may be amended from time to time, the “Merger Agreement”), providing for, among other things, the merger (the “merger”) of Merger Sub into Fairmount Santrol with Fairmount Santrol continuing as the surviving corporation and a direct wholly owned subsidiary of Unimin (the “Merger Proposal”);
- (2) a non-binding, advisory proposal to approve the compensation that may become payable to Fairmount Santrol’s named executive officers in connection with the closing of the merger (the “Compensation Proposal”); and
- (3) a proposal to adjourn the special meeting, if necessary or appropriate, including to solicit additional proxies, if there are not sufficient votes to approve the Merger Proposal (the “Adjournment Proposal”).

At the special meeting 179,327,012 shares of Fairmount Santrol’s common stock, representing approximately 79.70% of the outstanding shares of Fairmount Santrol’s common stock entitled to vote as of the record date for the special meeting, were represented in person or by proxy, which constituted a quorum.

The final voting results for each item voted upon are set forth below:

Proposal One – Merger Proposal. The Merger Proposal was approved by the following vote:

For	Against	Abstain
177,992,974	1,155,121	178,917

Proposal Two – Compensation Proposal. The Compensation Proposal was approved by the following vote:

For	Against	Abstain
173,677,995	3,594,755	2,054,262

Proposal Three – Adjournment Proposal. The Adjournment Proposal was approved by the following vote:

For	Against	Abstain
171,625,604	6,093,019	1,608,389

With respect to the Adjournment Proposal, although the Adjournment Proposal would have received sufficient votes to be approved, no motion to adjourn was made because the adjournment of the special meeting was determined not to be necessary or appropriate.

Item 8.01. Other Events.

On May 25, 2018, Fairmount Santrol issued a press release announcing the results of its stockholders' vote at the special meeting, that the parties to the Merger Agreement had received the regulatory approvals required to complete the merger, including approval from the Mexican Federal Economic Competition Commission and that, subject to satisfaction of the remaining customary closing conditions set forth in the Merger Agreement, the parties expect to complete the merger on June 1, 2018. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Current Report on Form 8-K contains statements which, to the extent they are not statements of historical or present fact, constitute "forward-looking" statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995. All forward-looking statements involve risks and uncertainties that may cause actual results to differ materially from those expressed or implied in the forward-looking statements. Important factors that could cause actual results to differ materially from those anticipated or implied in forward looking statements are described in Unimin's registration statement on Form S-4, as amended (File No. 333-224228), Fairmount Santrol's Form 10-K under the heading "Cautionary Statement Regarding Forward-Looking Information", as well as the information included in Fairmount Santrol's Current Reports on Form 8-K and other factors that are set forth in management's discussion and analysis of Fairmount Santrol's most recently filed reports with the SEC. Additional important factors that could cause actual results to differ materially from those indicated by forward-looking statements include risks and uncertainties relating to: the merger not being timely completed, if completed at all; prior to the completion of the merger, Fairmount Santrol's and/or Unimin's respective businesses experiencing disruptions due to transaction-related uncertainty or other factors making it more difficult to maintain relationships with employees, business partners or governmental entities; the industry may be subject to future regulatory or legislative actions that could adversely affect Fairmount Santrol's and/or Unimin's respective businesses; and the parties being unable to successfully implement integration strategies. While Fairmount Santrol and/or Unimin may elect to update forward-looking statements at some point in the future, Fairmount Santrol and Unimin specifically disclaim any obligation to do so, even if estimates change and, therefore, you should not rely on these forward-looking statements as representing our views as of any date subsequent to today.

Item 9.01 Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated as of May 25, 2018

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.

Fairmount Santrol Holdings Inc.
(Registrant)

By: /s/ Jenniffer D. Deckard
Jenniffer D. Deckard
President and Chief Executive Officer

Date: May 25, 2018



FOR IMMEDIATE RELEASE

UNIMIN AND FAIRMOUNT SANTROL RECEIVE FINAL APPROVALS NECESSARY TO COMPLETE MERGER AND CREATE COVIA

CHESTERLAND, Ohio, and NEW CANAAN, Connecticut, May 25, 2018 – Fairmount Santrol (NYSE:FMSA) and Unimin Corporation (“Unimin”) today announced that they have received the regulatory approvals required to complete their announced merger, including approval from the Mexican Federal Economic Competition Commission (COFECE). The companies are also pleased to announce the approval by a majority of Fairmount Santrol shareholders at the special shareholder meeting held May 25, 2018.

At the time of close, which is expected to be June 1, 2018, the combined company will be named Covia Holdings Corporation (“Covia”) and will begin trading on the New York Stock Exchange under the ticker symbol “CVIA”.

Jennifer Decker, President and Chief Executive Officer of Fairmount Santrol, who will serve as President and Chief Executive Officer of Covia upon close, said, “Covia will bring together the strengths of both companies to create an industry leader in mineral and material solutions for the Energy and Industrial markets. Covia will be strongly positioned to serve customers’ needs through our broad array of high-quality products, distinctive technical capabilities, and the industry’s most comprehensive production and distribution network. We believe these competitive advantages will enable us to achieve our targeted synergy goals while creating greater value for all of our stakeholders.” Decker added, “We are very proud of the people at both legacy companies and would like to thank everyone for all they have done to help us achieve our goal of creating an industry leader. We have a very talented team and I look forward to what we will accomplish together at Covia.”

The merger is expected to be partially financed with a seven-year \$1.65 billion Senior Secured Term Loan (“Term Loan”) and a five-year \$200 million Senior Secured Revolving Credit Facility (“Revolving Credit Facility”) committed to, and subsequently syndicated by, Barclays and BNP Paribas. The Term Loan and Revolving Credit Facility is expected to initially bear interest at a rate of Libor +3.75% and Libor +3.50%, respectively. The interest rate on both the Term Loan and Revolving Credit Facility will be tied to an interest rate grid based on Covia’s leverage ratio. The Term Loan and Revolving Credit Facility will close and fund in conjunction with the merger transaction.

About Fairmount Santrol

Fairmount Santrol is a leading provider of high-performance sand and sand-based products used by oil and gas exploration and production companies to enhance the productivity of their wells. Fairmount Santrol also provides high-quality products, strong technical leadership and applications knowledge to end users in the foundry, building products, water filtration, glass, and sports and recreation markets. Its expansive logistics capabilities include a wide-ranging network of distribution terminals and railcars that allow Fairmount Santrol to effectively serve customers wherever they operate. As one of the nation’s longest continuously operating mining organizations, Fairmount Santrol has developed a strong commitment to all three pillars of sustainable development, People, Planet and Prosperity. Correspondingly, Fairmount Santrol’s motto and action orientation is: “Do Good. Do Well.” For more information, visit FairmountSantrol.com.

About Unimin Corporation

Unimin is an application-focused minerals company providing materials solutions to its customers drawing from a diversified product portfolio and the worldwide production capabilities of Sibelco, its privately held parent organization. Unimin is one of the largest producers of quartz proppants for oil and natural gas stimulation and recovery and is a leading supplier of multi-mineral product offerings to industrial customers in glass, construction, ceramics, coatings, polymers and foundry markets.

Unimin operates a portfolio of strategically located and long life assets with 31 mining facilities with reserves (including one facility currently under construction) and nine processing facilities (one of which is inactive) that span the United States, Mexico and Canada and serve a variety of energy and industrial customers. Unimin's broad portfolio of minerals including silica sand, feldspar, nepheline syenite, lime, clays (incl. kaolin), calcium carbonate and olivine allows Unimin to offer a multi-mineral product mix to its industrial customers. Unimin has built long-standing relationships with its key customers and has a broad customer base comprised of S&P 500 and blue chip customers. Unimin operates an extensive logistics and distribution network with access to five Class 1 railroads, a large number of in-basin oil and gas operating terminals and strong unit-train capabilities.

Forward-Looking Statements

This press release contains statements which, to the extent they are not statements of historical or present fact, constitute "forward-looking" statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995. All forward-looking statements involve risks and uncertainties that may cause actual results to differ materially from those expressed or implied in the forward-looking statements. Important factors that could cause actual results to differ materially from those anticipated or implied in forward looking statements are described in Unimin's registration statement on Form S-4, as amended (File No. 333-224228), Fairmount Santrol's Form 10-K under the heading "Cautionary Statement Regarding Forward-Looking Information", as well as the information included in Fairmount Santrol's Current Reports on Form 8-K and other factors that are set forth in management's discussion and analysis of Fairmount Santrol's most recently filed reports with the SEC. Additional important factors that could cause actual results to differ materially from those indicated by forward-looking statements include risks and uncertainties relating to: the merger not being timely completed, if completed at all; if the merger is completed, the impact of any undertakings required by the parties in order to obtain regulatory approvals; prior to the completion of the merger, Fairmount Santrol's and/or Unimin's respective businesses experiencing disruptions due to transaction-related uncertainty or other factors making it more difficult to maintain relationships with employees, business partners or governmental entities; the industry may be subject to future regulatory or legislative actions that could adversely affect Fairmount Santrol's and/or Unimin's respective businesses; and the parties being unable to successfully implement integration strategies. While Fairmount Santrol and/or Unimin may elect to update forward-looking statements at some point in the future, Fairmount Santrol and Unimin specifically disclaim any obligation to do so, even if estimates change and, therefore, you should not rely on these forward-looking statements as representing our views as of any date subsequent to today.

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