
Section 1: 8-K (FORM 8-K)

**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): February 23, 2016

**Summit Materials, Inc.
Summit Materials, LLC**
(Exact name of registrant as specified in its charter)

**Delaware
Delaware**
(State or Other Jurisdiction
of Incorporation)

**001-36873
333-187556**
(Commission
File Number)

**47-1984212
26-4138486**
(I.R.S. Employer
Identification No.)

**1550 Wynkoop Street, 3rd Floor
Denver, Colorado 80202**
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (303) 893-0012

Not Applicable
(Former Name or 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))
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Item 7.01. Regulation FD Disclosure.*Boxley Materials Company Acquisition*

On February 23, 2016, Summit Materials, Inc. (“Summit Inc.”) issued a press release announcing that it has agreed to acquire Boxley Materials Company, an aggregates-based vertically integrated company in Roanoke, Virginia. The full text of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Private Offering of Senior Notes

On February 23, 2016, Summit Inc. issued a press release announcing that its indirect subsidiaries Summit Materials, LLC and Summit Materials Finance Corp. (collectively, the “Issuers”) intend to offer \$250.0 million aggregate principal amount of their senior notes due 2022 in a private offering. The full text of the press release is furnished as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

In connection with the private offering of senior notes, the Issuers are disclosing certain information to prospective investors in a preliminary offering memorandum dated February 23, 2016 (the “Preliminary Offering Memorandum”). Pursuant to Regulation FD, the Company is furnishing as Exhibit 99.3 to this Current Report on Form 8-K the sections captioned “Offering Memorandum Summary—Recent Developments” and “Risk Factors—Financial Risks—The estimated results of AMC and Boxley for fiscal 2015 includes financial information prepared by other entities, which our management cannot independently verify, and includes a number of risks and inherent uncertainties that could cause our actual results to differ materially from those set forth in the estimates” from the Preliminary Offering Memorandum.

The information included in this Current Report on Form 8-K is neither an offer to sell nor a solicitation of an offer to buy any securities. The information in this Current Report on Form 8-K, including the exhibits attached hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of such section. The information in this Current Report on Form 8-K, including the exhibits, shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, unless specifically incorporated by reference into any such filing. This Current Report on Form 8-K will not be deemed an admission as to the materiality of any information in this Current Report on Form 8-K that is required to be disclosed solely by Regulation FD.

CAUTIONARY LANGUAGE CONCERNING FORWARD-LOOKING STATEMENTS

Information set forth in this Current Report on Form 8-K (including the exhibits hereto) contains forward-looking statements within the meaning of the federal securities laws and the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to a number of risks and uncertainties. A discussion of factors that may affect future results is contained in the registrants’ filings with the Securities and Exchange Commission. The registrants disclaim any obligation to update forward-looking statements, except as may be required by law.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 99.1 Press Release of Summit Materials, Inc. dated February 23, 2016.
- 99.2 Press Release of Summit Materials, Inc. dated February 23, 2016.
- 99.3 Information contained under the sections captioned “Offering Memorandum Summary—Recent Developments” and “Risk Factors—Financial Risks—The estimated results of AMC and Boxley for fiscal 2015 includes financial information prepared by other entities, which our management cannot independently verify, and includes a number of risks and inherent uncertainties that could cause our actual results to differ materially from those set forth in the estimates” from preliminary offering memorandum dated February 23, 2016.

SIGNATURES

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

Date: February 23, 2016

SUMMIT MATERIALS, INC.
SUMMIT MATERIALS, LLC

By: /s/ Anne Lee Benedict

Name: Anne Lee Benedict

Title: Chief Legal Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release of Summit Materials, Inc. dated February 23, 2016.
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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1



SUMMIT MATERIALS ANNOUNCES A DEFINITIVE AGREEMENT TO ACQUIRE BOXLEY MATERIALS COMPANY

DENVER—(BUSINESS WIRE)— Summit Materials, Inc. (NYSE: SUM, “Summit”) is pleased to announce it has signed a definitive agreement to acquire Boxley Materials Company (“Boxley”). Boxley is a vertically integrated construction materials company founded in 1892 and based near Roanoke, Virginia. The transaction is expected to close in mid-March, pending expiration of the standard regulatory review period.

Together with the American Materials Company (“AMC”) acquisition announced on February 11, 2016 in conjunction with Summit’s fourth quarter 2015 earnings release, Boxley forms a strong aggregates-based growth platform for Summit in the attractive Virginia and Carolinas region. The combined business comprises 11 aggregates locations with 0.5 billion tons of reserves with annual sales volume of approximately 5 million tons, along with four asphalt plants, four ready-mix concrete plants and one architectural products manufacturing facility. The combined investment is approximately \$250 million which represents a ~8.5x trailing EBITDA multiple inclusive of expected synergies.

Summit CEO, Tom Hill, commented, “These high-quality businesses are a perfect fit with our materials-based acquisition strategy, increase our geographical diversity and create a platform of scale in the high-growth Mid-Atlantic area. Both possess market leading positions and experienced and entrepreneurial management who will continue to be led by Ab Boxley at Boxley and Tim Bizzell at AMC. We are very excited to team up with these high-caliber companies and look forward to their continued growth.”

About Summit

Summit is a leading vertically integrated materials-based company that supplies aggregates, cement, ready-mixed concrete and asphalt in the United States and British Columbia, Canada. Summit is a geographically diverse, materials-based business of scale that offers customers a single-source provider of construction materials and related downstream products in the public infrastructure, residential and nonresidential, and end markets. Summit has completed more than 35 acquisitions since its founding and continues to pursue growth opportunities in new and existing markets.

For more information about Summit Materials, please visit www.summit-materials.com.

Cautionary Statement Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the federal securities laws, including with respect to Summit’s anticipated benefits from its acquisition of AMC and its anticipated acquisition of Boxley. Forward-looking statements relate to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts. In some cases, forward-looking statements may be identified by the use of words such as “may,” “will,” “should,” “anticipate,” “believe,” “expect,” “intend,” “estimate,” “plan,” “outlook” and “project” and other similar expressions that predict or indicate future events or trends or that are not statements of solely historical matters. Forward-looking statements are based on information available at the time those statements are made and/or management’s reasonable belief as of that time with respect to future events, and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward looking statements. A discussion of factors that may affect future results is contained in Summit’s Annual Report on Form 10-K for the fiscal year ended January 2, 2016 filed with the Securities and Exchange Commission (the “SEC”), as such factors may be updated from time to time by Summit’s subsequent filings with the SEC. Summit does not intend, and disclaims any obligation, to publicly update or revise any forward-looking statements after the date hereof, except as required by federal securities laws.

Contact:

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Section 3: EX-99.2 (EX-99.2)

Exhibit 99.2



SUMMIT MATERIALS ANNOUNCES INTENTION TO OFFER \$250 MILLION OF SENIOR NOTES

Denver, Colorado, February 23, 2016. Summit Materials, Inc. (NYSE: SUM, “Summit”) announced today that its indirect subsidiaries Summit Materials, LLC and Summit Materials Finance Corp. (the “Issuers”, and, together with Summit, “the Company”) intend to offer \$250 million aggregate principal amount of Senior Notes due 2022 (the “notes”). The Company intends to use the proceeds from the offering to fund the acquisition of Boxley Materials Company, replenish cash used for the acquisition of American Materials Company and to pay fees and expenses incurred in connection with the offering and the acquisitions.

The notes to be offered have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. The notes will be offered, by the initial purchasers, only to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act and non-U.S. persons in transactions outside the United States in reliance on Regulation S under the Securities Act.

This press release is being issued pursuant to Rule 135(c) under the Securities Act, and it is neither an offer to sell nor a solicitation of an offer to buy any securities and shall not constitute an offer to sell or a solicitation of an offer to buy, or a sale of any securities in any jurisdiction in which such offer, solicitation or sale is unlawful.

About Summit Materials

Summit Materials is a leading vertically integrated materials-based company that supplies aggregates, cement, ready-mixed concrete and asphalt in the United States and British Columbia, Canada. Summit is a geographically diverse, materials-based business of scale that offers customers a single-source provider of construction materials and related downstream products in the public infrastructure, residential and nonresidential end markets. Summit has completed more than 35 acquisitions since its founding and continues to pursue growth opportunities in new and existing markets.

Forward-Looking Statements and Information:

This press release contains “forward-looking statements” within the meaning of the federal securities laws, which involve risks and uncertainties. Forward-looking statements include all statements that do not relate solely to historical or current facts, and you can identify forward-looking statements because they contain words such as “believes,” “expects,” “may,” “will,” “should,” “seeks,” “intends,” “trends,” “plans,” “estimates,” “projects” or “anticipates” or similar expressions that concern our strategy, plans, expectations or intentions. Any and all statements made relating to the macroeconomic outlook for our markets, potential acquisition activity, our estimated and projected earnings, margins, costs, expenditures, cash flows, sales volumes and financial results are forward-looking statements. These forward-looking statements are subject to risks and uncertainties that may change at any time, and, therefore, our actual results may differ materially from those expected. We derive many of our forward-looking statements from

our operating budgets and forecasts, which are based upon many detailed assumptions. While we believe that our assumptions are reasonable, it is very difficult to predict the impact of known factors, and, of course, it is impossible to anticipate all factors that could affect our actual results.

In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by us or any other person that the results or conditions described in such statements or our objectives and plans will be achieved. Important factors could affect our results and could cause results to differ materially from those expressed in our forward-looking statements, including but not limited to the factors discussed in the section entitled “Risk Factors” in our annual report on Form 10-K for the fiscal year ended January 2, 2016. Such factors may be updated from time to time in our periodic filings with the SEC, which are accessible on the SEC’s website at www.sec.gov.

We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

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Section 4: EX-99.3 (EX-99.3)

Exhibit 99.3

Recent Developments

AMC and Boxley Acquisitions

On February 5, 2016, we acquired American Materials Company (“AMC”), an aggregates company servicing the Coastal Carolinas region (the “AMC Acquisition”). We used cash on the balance sheet to fund the AMC Acquisition. A portion of the proceeds of this offering will be used to replenish cash used to fund the AMC Acquisition.

In addition, on February 23, 2016, we entered into a definitive agreement (the “Acquisition Agreement”) to acquire Boxley Materials Company (“Boxley”), a vertically integrated construction materials business based near Roanoke, Virginia (the “Boxley Acquisition” and, together with the AMC Acquisition, the “Acquisitions”). The Acquisition Agreement contains customary representations, warranties, covenants and termination rights. The purchase price for the Acquisitions is approximately \$252.1 million in the aggregate. The consummation of the Boxley Acquisition is subject to customary conditions. The Boxley Acquisition is expected to close in mid-March 2016.

For fiscal 2015, we estimate that AMC and Boxley generated an aggregate of approximately \$117.5 million in revenue and \$29.5 million of Adjusted EBITDA (calculated on a basis consistent with our Adjusted EBITDA and including approximately \$5.0 million of synergies that, based on extensive internal analyses of operational productivity metrics, we expect to achieve within twelve months of closing the Acquisitions), with a substantial majority of such revenue and Adjusted EBITDA being contributed by Boxley. Our estimates exclude the contribution of a business that Boxley sold to a third party in December 2015.

We believe the Acquisitions will form a strong aggregates-based growth platform for us in the attractive Virginia and Carolinas region. The combined AMC and Boxley businesses are comprised of 11 aggregates locations with approximately 0.5 billion tons of reserves and sell approximately five million tons annually (based on expected 2016 volumes), along with four asphalt plants, four ready-mix concrete plants and one architectural products manufacturing facility.

The Adjusted EBITDA of AMC and Boxley described above are good faith estimates of management derived entirely from financial information provided by the management of AMC and Boxley, respectively. Such financial information has not been independently reviewed or audited by any professional accounting firm and should not be viewed as a substitute for full financial statements prepared in accordance with GAAP. We cannot assure you that the financial information of AMC and Boxley presented in this offering memorandum would not be materially different if such information was reviewed or audited. In addition, the above results are estimates and involve a number of risks and inherent uncertainties that could cause actual results to differ materially from those set forth in the estimates. Any variation between the actual results and the estimates set forth above may be material. See “Risk Factors—Risks Related to Our Business and Our Industry—Financial Risks—The estimated results of AMC and Boxley for fiscal 2015 includes financial information prepared by other entities, which our management cannot independently verify, and includes a number of risks and inherent uncertainties that could cause our actual results to differ materially from those set forth in the estimates.”

A portion of the proceeds of this offering are expected to be used to fund the Boxley Acquisition and pay fees and expenses in

connection therewith. This offering is not conditioned on consummation of the Boxley Acquisition and there can be no assurance that we will be able to consummate the Boxley Acquisition on a timely basis or at all. If the Boxley Acquisition is not consummated, we intend to use the net proceeds from this offering that would otherwise have been used for the Boxley Acquisition to fund other future acquisitions. See “Risk Factors—Growth Risks—The success of our business depends, in part, on our ability to execute on our acquisition strategy, to successfully integrate acquisitions and to retain key employees of our acquired businesses.”

The estimated results of AMC and Boxley for fiscal 2015 includes financial information prepared by other entities, which our management cannot independently verify, and includes a number of risks and inherent uncertainties that could cause our actual results to differ materially from those set forth in the estimates.

We include in this offering memorandum certain estimated financial information of AMC and Boxley for fiscal 2015. Such estimates are good faith estimates of management derived from financial information prepared by AMC and Boxley pursuant to their own respective accounting principles, which may differ from GAAP. Accordingly, although we believe such information to be accurate, such information cannot be independently verified by our management, nor has such information been independently reviewed or audited by any professional accounting firm. We cannot assure you that the pre-acquisition financial information of AMC, Boxley or of other companies we have acquired or will acquire, would not be materially different if such information were audited or reviewed. In addition, the estimated results of AMC and Boxley, and our estimate of synergies that we expect to achieve, included in this offering memorandum are estimates and involve a number of risks and inherent uncertainties that could cause actual results to differ materially from those set forth in the estimates. Any variation between actual results and the estimates presented in this offering memorandum may be material.

The Boxley Acquisition may not occur within the time frame we expect or at all and, as a result, we may not realize the estimated benefits during the times we expect or at all. In addition, if the Boxley Acquisition does not close, we will have discretion to use the proceeds from this offering that would otherwise have been used for the Boxley Acquisition for other acquisitions.