
Section 1: 8-K (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): **November 28, 2017**

**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
24-4138486**
(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 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 8.01. Other Events

On November 28, 2017, Summit Materials, Inc. issued a press release announcing that its Board of Directors had declared a stock dividend of 0.014 shares of the Company's Class A common stock, par value \$0.01 per share ("Class A Common Stock"), for each outstanding share of Class A Common Stock. The stock dividend is payable on December 22, 2017 to stockholders of record on December 8, 2017. Cash will be paid in lieu of issuing any fractional shares of Class A Common Stock. A copy of the press release is filed as Exhibit 99.1 to this current report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

99.1 [Press Release dated November 28, 2017.](#)

2

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.

SUMMIT MATERIALS, INC.
SUMMIT MATERIALS, LLC

By: /s/ Anne Lee Benedict
Name: Anne Lee Benedict
Title: Chief Legal Officer

Date: November 28, 2017

3

[\(Back To Top\)](#)

Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1



November 28, 2017

Summit Materials Declares Special Stock Dividend

Denver, Colorado (November 28, 2017) — Summit Materials, Inc. (NYSE: SUM, "Summit" or the "Company"), a leading vertically integrated construction materials company, today announced that it has declared a special stock dividend of 0.014 shares of the Company's Class A common stock, par value \$0.01 per share ("Class A Common Stock"), for each outstanding share of Class A Common Stock. The special stock dividend is payable on December 22, 2017 to stockholders of record as of the close of business on December 8, 2017. Cash will be paid in lieu of issuing any fractional shares of Class A Common Stock.

As previously disclosed, the Company's subsidiary Summit Materials Holdings L.P. ("Summit Holdings") makes cash distributions to the holders of Summit Holdings' limited partnership units ("LP Units") to cover tax obligations arising from any net taxable income of Summit Holdings allocable to holders of LP Units. As an LP Unit holder, the Company has received such cash distributions from Summit Holdings in excess of the amount required to satisfy the Company's associated tax obligations. As a result, the Company is using the excess cash of approximately \$47.5 million in the aggregate to acquire newly-issued LP Units from Summit Holdings and to make cash payments in lieu of issuing any fractional shares in connection with the related special stock dividend described above. The stock dividend has been declared in order to maintain an equal number of shares of Class A Common Stock outstanding to the LP Units held by the Company, and the aggregate number of Class A Common Stock issued in the stock dividend will equal the number of additional LP Units the Company is purchasing from Summit Holdings. The LP Units will be purchased at a per unit price of \$29.60, which is the volume weighted average price per share of the Class A Common stock for the five trading

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days ended November 27, 2017. Cash payments in lieu of fractional shares will also be made on the basis of a value per share of Class A Common Stock of \$29.60 per share.

Stockholders are not required to take any action in order to receive the stock dividend or cash in lieu of fractional shares, and the book entry accounts of the stockholders of record will automatically be credited with the additional shares representing the stock dividend. Stockholders will be paid for the value of any fractional shares that would have been received in lieu of any such fractional shares. Where shares are held in a brokerage account, the additional shares will be distributed to the broker on the stockholder's behalf. The stock dividend is being administered by Broadridge Corporate Issuer Solutions, Inc., the Company's transfer agent.

The declaration, amount and payment of any future dividends on shares of Class A Common Stock will be at the sole discretion of Summit's board of directors and the amount and timing of any future dividends cannot be predicted at this time.

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, and end markets. Summit has a strong track record of successful 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, 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 stock dividend are forward-looking statements. These forward-looking statements are subject to risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. 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 effect 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 realized. 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 Summit Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2016, as filed with the Securities and Exchange Commission.

All subsequent written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by these cautionary statements.

Any forward-looking statement that we make herein speaks only as of the date of this press release. 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 required by law.

Contact:

Investor Relations:

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[\(Back To Top\)](#)