

TELEFLEX INC
Form 8-K
May 31, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 31, 2016

TELEFLEX INCORPORATED
(Exact name of Registrant as Specified in Its Charter)

Delaware	1-5353	23-1147939
(State or Other Jurisdiction of Incorporation or Organization)	(Commission File Number)	(IRS Employer Identification No.)

550 East Swedesford Road, Suite 400, Wayne, Pennsylvania	19087
(Address of Principal Executive Offices)	(Zip Code)

Registrant's Telephone Number, Including Area Code (610)
225-6800

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))

Item 3.02 Unregistered Sales of Equity Securities

On May 31, 2016, Teleflex Incorporated (the “Company”) entered into warrant partial unwind agreements with certain dealer counterparties to unwind certain warrant transactions entered into in connection with the Company’s issuance of 3.875% convertible senior subordinated notes due 2017. In connection with the unwinding by the dealer counterparties of the warrant transactions, the Company expects the dealer counterparties to purchase shares of the Company’s common stock during an averaging period in open market transactions and/or privately negotiated transactions. These expected activities could, subject to market or other conditions, increase or prevent a decrease in the market price of the Company’s common stock.

In connection with the settlement of the unwinding of the warrant transactions, the Company expects to deliver to the dealer counterparties a number of shares of the Company’s common stock to be calculated over the averaging period. Such shares will be issued pursuant to the exemption from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), afforded by Section 3(a)(9) of the Securities Act.

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.

TELEFLEX INCORPORATED

Date: May 31, 2016

By: /s/ Jake Elguicze

Name: Jake Elguicze

Title: Treasurer and Vice President, Investor Relations