

DARLING INGREDIENTS INC.

Form 8-K

March 27, 2019

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) March 27, 2019

DARLING INGREDIENTS INC.

(Exact Name of Registrant as Specified in Charter)

**Delaware
(State or Other Jurisdiction**

of Incorporation)

**001-13323
(Commission
File Number)**

**36-2495346
(IRS Employer
Identification No.)**

251 O CONNOR RIDGE BLVD., SUITE 300, IRVING, TEXAS

75038

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (972) 717-0300

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 8.01. Other Events.

On March 27, 2019, Darling Ingredients Inc. (Darling) issued a press release announcing that it has launched an offering of \$500 million in aggregate principal amount of unsecured senior notes. The offering is subject to market and other conditions. A copy of the press release announcing the offering is attached hereto as Exhibit 99.1.

Also, on March 27, 2019, Darling issued a separate press release announcing that it has commenced a cash tender offer for any and all of its outstanding 5.375% Senior Notes due 2022. A copy of the press release announcing the tender offer is attached hereto as Exhibit 99.2.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

- 99.1 Press Release dated March 27, 2019, announcing the launch of an offering of \$500 million unsecured senior notes by Darling.
- 99.2 Press Release dated March 27, 2019, announcing the commencement of a cash tender offer for any and all of Darling's outstanding 5.375% Senior Notes due 2022.

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.

DARLING INGREDIENTS INC.

Date: March 27, 2019

By: /s/ John F. Sterling
John F. Sterling
Executive Vice President General Counsel and
Secretary