

KEY TECHNOLOGY INC  
Form SC14D9C  
January 31, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14D-9  
(RULE 14d-101)  
SOLICITATION/RECOMMENDATION STATEMENT UNDER SECTION 14(D)(4) OF THE  
SECURITIES EXCHANGE ACT OF 1934

KEY TECHNOLOGY, INC.  
(Name of Subject Company)

KEY TECHNOLOGY, INC.  
(Name of Person Filing)

Common Stock, No Par Value (Title Class of Securities)

493143101

(CUSIP Number of Class of Securities)

John J. Ehren

Chief Executive Officer

Key Technology, Inc.

150 Avery Street

Walla Walla, Washington 99362

(509) 529-2161

(Name, address and telephone number of person authorized

to receive notices and communications on behalf of the persons filing statement)

With Copies to:

Ronald L. Greenman

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Tonkon Torp LLP

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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This filing relates solely to preliminary communications made before the commencement of a tender offer by Cascade Merger Sub, Inc., a Delaware corporation (“Merger Sub”) and a wholly owned subsidiary of Duravant LLC, a Delaware limited liability company (“Duravant”), to acquire all of the outstanding shares of the common stock of Key Technology, Inc., an Oregon corporation (“Key Technology”), at a price per share of \$26.75, net to the seller in cash, without interest and subject to any withholding of taxes, pursuant to an Agreement and Plan of Merger, dated as of January 25, 2018, by and among Key Technology, Duravant and Merger Sub.

This filing incorporates by reference the information set forth under Items 1.01, 3.02 and 9.01 of the Current Report on Form 8-K filed by the Company on January 31, 2018 (including all exhibits attached thereto and incorporated therein by reference).

#### Additional Information

The tender offer described in this document has not yet commenced. This document is provided for informational purposes only and does not constitute an offer to purchase or the solicitation of an offer to sell any securities. At the time the tender offer is commenced, Merger Sub intends to file with the Securities and Exchange Commission (the “SEC”) a Tender Offer Statement on Schedule TO containing an offer to purchase, a form of letter of transmittal and other documents relating to the tender offer, and Key Technology intends to file with the SEC a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the tender offer. Merger Sub and Key Technology intend to mail these documents to the Key Technology shareholders. Investors and shareholders should read those filings carefully as they will contain important information about the tender offer. Those documents will be able to be obtained (when available) without charge at the SEC’s website at [www.sec.gov](http://www.sec.gov). The offer to purchase and related materials may also be obtained (when available) for free by contacting the information agent for the tender offer.

#### Cautionary Statement Regarding Forward-Looking Statements

This document contains forward-looking information related to Key Technology, Duravant and the proposed acquisition of Key Technology by Duravant that involves substantial risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements. These forward-looking statements generally include statements that are predictive in nature and depend upon or refer to future events or conditions, and include words such as “believes,” “plans,” “anticipates,” “projects,” “estimates,” “expects,” “intends,” “strategy,” “future,” “opportunity,” “may,” “will,” “should,” “could,” “potential,” or similar expressions. Forward-looking statements in this document include, among other things, statements about the potential benefits of the proposed acquisition, anticipated earnings accretion and growth rates, Key Technology's and Duravant's plans, objectives, expectations and intentions, the financial condition, results of operations and business of Key Technology and Duravant, Key Technology's and Duravant's products, and the anticipated timing of closing of the acquisition. Risks and uncertainties include, among other things, risks related to the satisfaction of the conditions to closing the acquisition (including the failure to obtain necessary regulatory approvals) in the anticipated timeframe or at all, including uncertainties as to how many of Key Technology's shareholders will tender their shares in the tender offer and the possibility that the acquisition does not close; risks relating to the possibility that a competing proposal will be made; risks related to the ability to realize the anticipated benefits of the acquisition, including the possibility that the expected benefits from the proposed acquisition will not be realized or will not be realized within the expected time period; the risk that the businesses will not be integrated successfully; disruption from the transaction making it more difficult to maintain business and operational relationships; significant transaction costs; unknown liabilities; the risk of litigation and/or regulatory actions related to the proposed acquisition; other business effects, including the effects of industry, market, economic, political or regulatory conditions; future exchange and interest rates; changes in tax and other laws, regulations, rates and policies; future business combinations or disposals; competitive developments; and other risks and uncertainties discussed in Key Technology's filings with the SEC, including the "Risk Factors" and "Information Concerning Forward-Looking Statements" sections of Key Technology's most recent annual report on Form 10-K. You can obtain

copies of Key Technology's filings with the SEC for free at the SEC's website ([www.sec.gov](http://www.sec.gov)). Other factors that may cause actual results to differ materially include those that will be set forth in the Tender Offer Statement on Schedule TO, the Solicitation/Recommendation Statement on Schedule 14D-9 and other tender offer documents filed by Key Technology and Merger Sub. All forward-looking statements in this announcement are qualified in their entirety by this cautionary statement.

Many of these factors are beyond Key Technology's and Duravant's control. Unless otherwise required by applicable law, Key Technology and Duravant disclaim any intention or obligation to update forward-looking statements contained in this document as the result of new information or future events or developments.