

**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

May 28, 2020

Date of Report (Date of earliest event reported)

Apergy Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-38441

(Commission File Number)

82-3066826

(I.R.S. Employer Identification No.)

**2445 Technology Forest Blvd
Building 4, 12th Floor
The Woodlands, TX 77381**

(Address of principal executive offices and zip code)

(281) 403-5772

(Registrant's telephone number, including area code)

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))

Securities registered pursuant to Section 12(b) of the Act:

| <u>Title of each class</u> | <u>Trading Symbol(s)</u> | <u>Name of each exchange on which registered</u> |
|--------------------------------|--------------------------|--|
| Common stock, \$0.01 par value | APY | New York Stock Exchange |

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 5.07 Submission of Matters to a Vote of Security Holders.

(a)-(b) On December 19, 2019, Apergy Corporation (the “Company” or “Apergy”) announced that it had entered into an Agreement and Plan of Merger and Reorganization, dated as of December 18, 2019 (the “Merger Agreement”), by and among the Company, Athena Merger Sub, Inc., a wholly owned subsidiary of the Company (“Merger Sub”), Ecolab Inc. (“Ecolab”) and ChampionX Holding Inc., a wholly owned subsidiary of Ecolab (“Newco”). In addition, the Company, Ecolab and Newco entered into a Separation and Distribution Agreement, dated as of December 18, 2019 (the “Separation Agreement”), providing for the transfer by Ecolab to Newco of certain assets and liabilities of Ecolab’s upstream energy business. As used herein, the term “Transactions” refers to the transactions contemplated by the Merger Agreement, Separation Agreement and any other documents referred to in or contemplated by the Merger Agreement and the Separation Agreement.

On May 28, 2020, the Company held a special meeting of the Company’s stockholders (the “Special Meeting”) online via a live webcast. At the Special Meeting, the Company’s stockholders voted on two proposals relating to the Transactions, each of which is described in more detail in the Company’s definitive proxy statement for the Special Meeting filed with the U.S. Securities and Exchange Commission on April 29, 2020 (the “Proxy Statement”). The results of the matters presented at the Special Meeting, which matters are more fully described in the Company’s proxy statement filed on April 29, 2020, based on the presence in person or by proxy of holders of 57,393,709 shares of the 77,505,178 shares of Apergy common stock entitled to vote, or approximately 74% of the eligible voting shares, are as follows:

1. A proposal to approve, for purposes of complying with applicable provisions of New York Stock Exchange Listed Company Manual Rule 312.03, the issuance of Apergy common stock in connection with the Merger Agreement (the “Share Issuance Proposal”) was approved:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> |
|------------|----------------|----------------|
| 57,162,012 | 71,940 | 159,757 |

A proposal to approve the adjournment of the special meeting, if necessary, to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve the Share Issuance Proposal, was approved:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> |
|------------|----------------|----------------|
| 48,093,246 | 9,121,696 | 178,767 |

Item 8.01 Other Events.

On May 28, 2020, the Company issued a press release announcing the results of the vote at the Special Meeting, which press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The Company hereby files the following exhibits:

| <u>Exhibit No.</u> | <u>Description</u> |
|----------------------|---|
| 99.1 | Press Release of Apergy Corporation, dated May 28, 2020 |

Additional Information and Where You Can Find It

Apergy has filed a Registration Statement on Form S-4 (No. 333-236379) (the “Registration Statement”) with the Securities and Exchange Commission (the “SEC”), which includes a prospectus (the “Prospectus”), and other documents concerning the Transactions. Investors are urged to read the Registration Statement, including the Prospectus, along with other relevant documents filed with the SEC, because they contain important information. Security holders may obtain a free copy of the Registration Statement and Prospectus and other documents filed by Apergy with the SEC at the SEC’s website at www.sec.gov. The Registration Statement, including the Prospectus, along with other documents, may also be obtained for free by contacting David Skipper, Vice President of Investor Relations, by telephone at (713) 230-8031, by email at david.skipper@apergy.com, or by mail at Investor Relations, 2445 Technology Forest Blvd., Building 4, 12th Floor, The Woodlands, TX 77381.

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.

Apergy Corporation

Date: May 28, 2020

By: /s/ JULIA WRIGHT

Julia Wright

Senior Vice President, General Counsel and Secretary

Apergy Shareholders Approve Merger with ChampionX

The Woodlands, Texas, May 28, 2020 – Apergy Corporation (“Apergy”) (NYSE: APY) today announced its shareholders voted at the Special Meeting of Shareholders to approve the issuance of shares of Apergy common stock in connection with the pending combination of the ChampionX business with Apergy through a merger of Athena Merger Sub, Inc., a wholly owned subsidiary of Apergy, with ChampionX Holding Inc., a wholly owned subsidiary of Ecolab Inc. The merger is expected to be completed in the second quarter of this year, subject to remaining closing conditions.

“Today marks another important milestone as we move toward closing the ChampionX transaction. We are pleased with the outcome of today’s Special Meeting and thank our shareholders for their continued support,” said Sivasankaran “Soma” Somasundaram, President and Chief Executive Officer of Apergy. “The combined company will be a global leader and critical partner to our customers providing a full suite of production-optimization solutions. The transaction is immediately deleveraging and will result in a stronger, more diversified, and more resilient company to navigate the current downturn. Our integration planning is on track, and we look forward to bringing the companies together, realizing the synergies, and delivering significant value for our shareholders.”

Following the closing of the merger, Apergy plans to change the name of the combined company to ChampionX Corporation and to change its ticker symbol to CHX.

More than 99% of the shares voted at the Special Meeting were in favor of the issuance of shares under the merger agreement. Apergy will file the final vote results, as certified by the independent Inspector of Election, on a Form 8-K with the U.S. Securities and Exchange Commission.

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About Apergy

Apergy is a leading provider of highly engineered equipment and technologies that help companies drill for and produce oil and gas safely and efficiently around the world. Apergy’s products provide efficient functioning throughout the lifecycle of a well - from drilling to completion to production. Apergy’s Production & Automation Technologies offerings consist of artificial lift equipment and solutions, including rod pumping systems, electric submersible pump systems, progressive cavity pumps and drive systems and plunger lifts, as well as a full automation and digital offering consisting of equipment and software for Industrial Internet of Things (“IIoT”) solutions for downhole monitoring, wellsite productivity enhancement, and asset integrity management. Apergy’s Drilling Technologies offering provides market leading polycrystalline diamond cutters and bearings that result in cost effective and efficient drilling. To learn more about Apergy, visit our website at <http://www.apergy.com>.

Important Information About the ChampionX Transaction and Where to Find It

In connection with the proposed transaction, Apergy has filed a definitive proxy statement on Schedule 14A and a registration statement on Form S-4 containing a prospectus, declared effective April 30, 2020, with the Securities and Exchange Commission (the “SEC”), ChampionX Holding Inc. has filed a registration statement on Form S-4 and Form S-1 containing a prospectus, declared effective April 30, 2020 and Ecolab Inc. (“Ecolab”) has filed a Schedule TO. INVESTORS AND SECURITYHOLDERS ARE ADVISED TO READ THE REGISTRATION STATEMENTS/PROSPECTUSES, DEFINITIVE PROXY STATEMENT AND SCHEDULE TO AS WELL AS ANY OTHER RELEVANT DOCUMENTS WHEN THEY BECOME AVAILABLE, BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT APERGY, ECOLAB, CHAMPIONX AND THE PROPOSED TRANSACTION. Investors and securityholders may obtain a free copy of the registration statements/prospectuses, definitive proxy statement and Schedule TO and other documents filed by Apergy, Ecolab and ChampionX with the SEC at the SEC’s website at <http://www.sec.gov>. The registration statements/prospectuses and definitive proxy statement can also be obtained free of charge from Ecolab upon written request to Ecolab Inc., Attn: Investor Relations, 1 Ecolab Place, St. Paul, MN 55102, or by e-mailing investor.info@ecolab.com, or upon written request to Apergy, Investor Relations, 2445 Technology Forest Boulevard, The Woodlands, Texas 77381, or by e-mailing david.skipper@apergy.com.

No Offer or Solicitation

This communication is not intended to and shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote of approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

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