

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): February 1, 2018

**Shiloh Industries, Inc.**  
(Exact Name of Registrant as Specified in Charter)

<b>Delaware</b>	<b>0-21964</b>	<b>51-0347683</b>
(State of Other Jurisdiction of Incorporation)	(Commission File No.)	(I.R.S. Employer Identification No.)

**880 Steel Drive, Valley City, Ohio 44280**  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code:  
**(330) 558-2600**

N/A

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(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 (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 1.01. Entry into a Material Definitive Agreement.**

On February 1, 2018, Shiloh Holdings Netherlands B.V. ("Shiloh Netherlands"), a wholly-owned subsidiary of Shiloh Industries, Inc., entered into two Sale and Purchase Agreements (the "Agreements") with Brabant Alucast Services B.V., a limited liability company organized under the laws of The Netherlands ("Seller"), to acquire all of the issued and outstanding capital of each of Brabant Alucast Italy Site Verres S.r.l., a limited liability company organized under the laws of Italy, and Brabant Alucast The Netherlands Site Oss B.V, a limited liability company organized under the laws of the Netherlands ("Brabant Entities"). Shiloh Netherlands will purchase the Brabant Entities for an aggregate purchase price of EUR 52,949,000, subject to certain adjustments and holdbacks.

The obligations of the parties to consummate the transactions contemplated by the Agreements are subject to certain customary closing conditions. Under the Agreements, the Seller is obligated to operate the facilities owned by the Brabant Entities (the "Brabant Facilities") in the ordinary course and in a prudent and customary manner between February 1, 2018 and the Completion Date (as defined below). The acquisition is expected to be completed on the fifth business day following the date on which all conditions precedent in each of the Agreements are met ("Completion Date"), however, if certain conditions precedent are not met by June 30, 2018 each of the Agreements will automatically terminate pursuant to the terms of the Agreements. The parties are targeting a Completion Date of February 28, 2018.

Each of the Agreements includes special indemnities afforded to Shiloh Netherlands on a EUR per EUR basis with respect to any losses suffered in connection with such special indemnities detailed therein. Additionally, each of the parties is subject to a non-solicitation covenant relating to senior and key directors, officers and employees, amongst others, of the other party for a period of two years following the Completion Date.

**Item 8.01. Other Events**

On February 7, 2018, Shiloh Industries, Inc. issued a press release announcing the execution of the Agreements, which is attached as Exhibit 99.1 to this Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

**Shiloh Industries to Acquire Brabant Alucast Facilities in Verrés, Italy and Oss, Netherlands**

(d) Exhibits.

99.1 Press Release issued by Shiloh Industries, Inc. on February 7, 2018

## **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.

SHILOH INDUSTRIES, INC.

By: /s/ W. Jay Potter

Name: W. Jay Potter

Title: Senior Vice President and Chief Financial Officer

Date: February 7, 2018

## Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
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99.1	Press Release issued by Shiloh Industries, Inc. on February 7, 2018
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Lightweighting without compromise.™

## **SHILOH INDUSTRIES TO ACQUIRE BRABANT ALUCAST FACILITIES IN VERRÉS, ITALY AND OSS, NETHERLANDS**

**Valley City, Ohio, USA, February 7, 2018** (GLOBE NEWSWIRE) - Shiloh Industries, Inc. (NASDAQ: SHLO), a leading global supplier of lightweighting, noise and vibration solutions, has entered into two definitive agreements with Brabant Alucast Services B.V. to acquire each of Brabant Alucast Italy [site Verrés], and Brabant Alucast Netherlands [site Oss].

The acquisition complements the Company's global footprint and expands into aluminum and existing magnesium casting and stamping capabilities, as well as provides for necessary growth-capacity, in Europe. The agreements underscore the Company's commitment to address the growing demand for innovative lightweighting solutions in the European region and the transactions are targeted to close on February 28, 2018, subject to receipt of all required regulatory approvals.

"The team members, products and technologies in Verrés and Oss will be instrumental in supporting our expanding customer relationships," said David Jaeger, senior vice president and managing director, CastLight®. "This opportunity enhances our global cross-car beam, front-end carrier and shock tower businesses, as well as expands our structural aluminum body, chassis and propulsion products already produced in North America and Asia today."

The acquisition will provide leading technologies and processes representing over €110 million in annualized sales revenue and add approximately 600 talented employees to Shiloh's existing staff of over 3,600.

"The acquisition is critical to our future growth in Europe, and thus, brings better balance to our engineering and manufacturing footprint allowing us to serve our customers on their global platforms," said Brad Tolley, senior vice president, business development and technology. "We are excited to welcome this talented team into our organization and believe this addition reinforces our position as a leading, global lightweighting provider."

### **Investor Contact:**

For inquiries, please contact Thomas Dugan, Vice President Finance and Treasurer at: 1-330-558-2600 or at [investor@shiloh.com](mailto:investor@shiloh.com).

### **About Shiloh Industries:**

Shiloh Industries, Inc. (NASDAQ: SHLO) is a global innovative solutions provider focusing on lightweighting technologies that provide environmental and safety benefits to the mobility market. The Company designs and manufactures products within body structure, chassis and powertrain systems, leveraging one of the broadest portfolios in the industry. Shiloh's multi-component, multi-material solutions are comprised of a variety of alloys in aluminum, magnesium and steel grades, along with its proprietary line of noise and vibration reducing ShilohCore acoustic laminate products. The strategic BlankLight®, CastLight® and StampLight® brands combine to maximize lightweighting solutions without compromising safety or performance. The Company has over 3,600 dedicated employees with operations, sales and technical centers throughout Asia, Europe and North America.