
**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**

Date of Report (Date of Earliest Event Reported): June 18, 2019 (June 17, 2019)

Versum Materials, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-37664
(Commission
File Number)

47-5632014
(I.R.S. Employer
Identification No.)

8555 South River Parkway, Tempe, Arizona
(Address of principal executive offices)

85284
(Zip Code)

Registrant's telephone number, including area code: (602) 282-1000

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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$1.00 per share	VSM	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.

On June 17, 2019, Versum Materials, Inc. (“Versum”) held a special meeting of stockholders (the “Versum Special Meeting”) at which holders of Versum’s common stock, par value \$1.00 per share, approved each of the proposals voted on at the Versum Special Meeting relating to the transactions contemplated by the Agreement and Plan of Merger, dated as of April 12, 2019 (the “Merger Agreement”), by and among Versum, Merck KGaA, Darmstadt, Germany and EMD Performance Materials Holding, Inc. The voting results were as follows:

1. The proposal to adopt the Merger Agreement (the “Merger Agreement Proposal”):

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
83,654,232	139,278	272,868	—

2. The proposal to approve on a non-binding, advisory basis of the compensation that will or may be paid to Versum’s named executive officers in connection with the transactions contemplated by the Merger Agreement:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
80,842,168	2,768,656	455,554	—

3. In connection with the Versum Special Meeting, the Board of Directors of Versum also solicited proxies with respect to the proposal to adjourn the Versum Special Meeting to solicit additional proxies if there were not sufficient votes to approve the Merger Agreement Proposal or to ensure that any supplement or amendment to the proxy statement relating to the Versum Special Meeting was timely provided to Versum stockholders (the “Adjournment Proposal”). The Adjournment Proposal was not submitted to Versum stockholders for approval at the Versum Special Meeting because Versum stockholders approved the Merger Agreement Proposal.

Item 8.01 Other Events.

On June 17, 2019, Versum issued a press release announcing results of the voting at the Versum Special Meeting held on June 17, 2019. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press release, dated June 17, 2019, issued by Versum announcing results of the voting at the Versum Special Meeting held on June 17, 2019.</u>

SIGNATURE

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.

VERSUM MATERIALS, INC.

Date: June 17, 2019

By: /s/ Michael W. Valente

Name: Michael W. Valente

Title: Senior Vice President, General Counsel and Secretary



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PRESS RELEASE

Versum Materials Stockholders Approve Merger with Merck KGaA, Darmstadt, Germany

Tempe, Arizona, June 17, 2019—Versum Materials, Inc. (NYSE: VSM), a leading specialty materials and equipment supplier to the semiconductor industry, today announced the stockholders of Versum have approved the merger with Merck KGaA, Darmstadt, Germany at a special meeting held today at the Versum headquarters in Tempe, Arizona, USA.

Versum continues to expect the transaction, which is subject to regulatory clearances and the satisfaction of other customary closing conditions, to close in the second half of 2019.

About Versum Materials

Versum Materials, Inc. (NYSE: VSM) is one of the world's leading suppliers of next-generation CMP slurries, ultra-thin dielectric and metal film precursors, formulated cleans and etching products, and delivery equipment that has revolutionized the semiconductor industry. Versum Materials has annual sales of approximately US \$1.4 billion, 2,300 employees and operates 14 major facilities in Asia and North America. It is headquartered in Tempe, Arizona. Prior to its separation on Oct. 1, 2016, Versum Materials had operated for more than three decades as a division of Air Products and Chemicals, Inc. (NYSE: APD).

For additional information, please visit <http://www.versummaterials.com>.

Cautionary Statement Regarding Forward-Looking Statements

This communication may contain forward-looking statements based on current assumptions and forecasts made by Versum Materials, Inc. ("Versum") management. Various known and unknown risks, uncertainties and other factors could lead to a delay or failure to close the merger with Merck KGaA, Darmstadt, Germany. These factors include the following: Merck KGaA, Darmstadt, Germany's ability to successfully complete the proposed acquisition of Versum or realize the anticipated benefits of the proposed transaction in the expected time-frames or at all; Merck KGaA, Darmstadt, Germany's ability to successfully integrate Versum's operations into those of Merck KGaA, Darmstadt, Germany; such integration may be more difficult, time-consuming or costly than expected; the failure of any of the conditions to the proposed transaction to be satisfied; the retention of certain key employees at Versum; risks associated with the disruption of management's attention from ongoing business operations due to the proposed transaction; the outcome of any legal proceedings related to the proposed transaction; the parties' ability to meet expectations regarding the timing and completion of the proposed transaction; delays in obtaining any approvals required for the proposed transaction or an inability to obtain them on the terms proposed or on the anticipated schedule; the impact of indebtedness incurred by Merck KGaA, Darmstadt, Germany, in connection with the proposed transaction; the effects of the business combination of Versum and Merck KGaA, Darmstadt, Germany, including the combined company's future financial condition, operating results, strategy and plans; and other factors discussed in Merck KGaA, Darmstadt, Germany's public reports which are available on the Merck KGaA, Darmstadt, Germany website at www.emdgroup.com or in Versum's Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission (the "SEC") for the fiscal year ended on September 30, 2018 and Versum's other filings with the SEC, which are available at <http://www.sec.gov> and Versum's website at www.versummaterials.com. Except as otherwise required by law,



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Versum assumes no liability whatsoever to update these forward-looking statements or to conform them to future events or developments. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.

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