

**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): **November 9, 2016**

**Simpson Manufacturing Co., Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation)

**1-13429**

(Commission file number)

**94-3196943**

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

**5956 W. Las Positas Boulevard, Pleasanton, CA 94588**

(Address of principal executive offices)

(Registrant's telephone number, including area code): **(925) 560-9000**

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-2)
- 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))

### **Item 1.01      Entry into a Material Definitive Agreement**

Simpson Manufacturing Co., Inc., a Delaware corporation (the “Company”) previously announced, on a Current Report on Form 8-K filed on October 25, 2016, that its board of directors (the “Board”) voted to terminate the Company’s current stockholder rights plan, as set forth in the Amended and Restated Rights Agreement dated as of June 15, 2009 (the “Rights Agreement”), by and between the Company and Computershare Trust Company, N.A., a federally chartered trust company, as rights agent. A brief description of the Rights Agreement was set forth in Item 1.01 of the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 15, 2009.

On November 9, 2016, the Company entered into an amendment (the “Rights Agreement First Amendment”) to the Rights Agreement. The Rights Agreement First Amendment amended the definition of “Final Expiration Date” under the Rights Agreement to mean “November 9, 2016.” Accordingly, the Rights Agreement First Amendment accelerated the final expiration of the Rights (as defined in Item 3.03 below) issued pursuant to the Rights Agreement from June 14, 2019, to November 9, 2016.

The foregoing is a summary of the terms of the Rights Agreement First Amendment. Such summary does not purport to be complete and is qualified in its entirety by reference to the Rights Agreement First Amendment, which is attached as Exhibit 4.3 hereto and incorporated herein by reference.

### **Item 1.02      Termination of a Material Definitive Agreement**

The information set forth under Item 1.01 of this Current Report on Form 8-K is incorporated herein by reference.

### **Item 3.03      Material Modification to Rights of Security Holders**

The information set forth under Item 1.01 of this Current Report on Form 8-K is incorporated herein by reference.

To implement a stockholder rights plan for the Company, on July 29, 1999, the Board declared a dividend distribution on each outstanding share of the Company’s common stock of one right to purchase the Company’s series A participating preferred stock (collectively, the “Rights”). The dividend was paid to the Company’s stockholders of record at the close of business on August 19, 1999. A brief description of the Rights and the Company’s series A participating preferred stock is incorporated herein by reference to Item 1 of Amendment No.1 to the Company’s registration statement on Form 8-A filed with the Securities and Exchange Commission on June 15, 2009. Such summary description of the Rights and the Company’s series A participating preferred stock does not purport to be complete and is qualified in its entirety by reference to the Rights Agreement (including its exhibits). A copy of the Rights Agreement (including its exhibits) was filed as Exhibit 4.1 to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 15, 2009, which is incorporated herein by reference.

As a result of the Rights Agreement First Amendment, following November 9, 2016, the Company’s stockholders will no longer be able to exercise the Rights.

### **Item 9.01      Financial Statements and Exhibits**

The following exhibits, filed or furnished with this Current Report on Form 8-K (as indicated below), are incorporated by reference into this Current Report on Form 8-K.

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
4.3	First Amendment to the Amended and Restated Rights Agreement, dated as of November 9, 2016, between Simpson Manufacturing Co., Inc. and Computershare Trust Company, N.A., is filed with this Current Report on Form 8-K.

## 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.

**Simpson Manufacturing Co., Inc.**

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(Registrant)

DATE: November 10, 2016

By /s/BRIAN J. MAGSTADT

Brian J. Magstadt

Chief Financial Officer

**Exhibit 4.3**

**FIRST AMENDMENT TO THE AMENDED AND RESTATED RIGHTS AGREEMENT**

This First Amendment, dated as of November 9, 2016 (this “Amendment”), to the Amended and Restated Rights Agreement, dated as of June 15, 2009 (the “Rights Agreement”), is by and between Simpson Manufacturing Co., Inc., a Delaware corporation (the “Company”), and Computershare Trust Company, N.A., a federally chartered trust company, as rights agent under the Rights Agreement (the “Rights Agent”).

WHEREAS, pursuant to Section 28 of the Rights Agreement, the Board of Directors of the Company shall have the right and power to make all determinations deemed necessary or advisable for the administration of the Rights Agreement, including a determination to amend the Rights Agreement;

WHEREAS, pursuant to Section 27 of the Rights Agreement, the Company and the Rights Agent may, prior to the Distribution Date, from time to time, change or supplement the provisions under the Rights Agreement as the Company may deem necessary or desirable, without the approval of any holders of the Rights;

WHEREAS, the Distribution Date has not occurred;

WHEREAS, the Company has delivered to the Rights Agent a certificate from an appropriate officer of the Company stating that this Amendment complies with Section 27 of the Rights Agreement;

WHEREAS, the Board of Directors of the Company has determined that it is in the best interests of the Company and its stockholders to effectively terminate the Rights Agreement, by amending the Rights Agreement to accelerate the Final Expiration Date thereunder from June 14, 2019 to November 9, 2016 and make other appropriate and related changes, and has duly approved this Amendment and authorized its execution and delivery; and

WHEREAS, the Company and the Rights Agent desire to amend the Rights Agreement as set forth herein to reflect the determination of the Board of Directors of the Company.

NOW, THEREFORE, the Company and the Rights Agent hereby agree as follows:

1. Capitalized terms used but not otherwise defined herein shall have the meanings assigned to such terms in the Rights Agreement.
2. From and after the execution and delivery of this Amendment, the first sentence of Section 7(a) of the Rights Agreement is hereby amended and restated in its entirety to read as follows:

“The registered holder of any Rights Certificate may exercise the Rights evidenced thereby (except as otherwise provided herein) as a whole or in part at any time after the Distribution Date upon presentation of the Rights Certificate, with the appropriate form of election to purchase on the reverse side thereof duly executed, to the Rights Agent at the office(s) of the Rights Agent designated for such purpose, together with payment of the Purchase Price for each one one-thousandth of a share of Preferred Stock (or such other number of shares or other securities) as to which the Rights are exercised, at or prior to the earliest of (i) the Close of Business on November 9, 2016 (the “Final Expiration Date”), (ii) the time at which the Rights are redeemed as provided in Section 24 hereof, and (iii) the time at which the Rights are exchanged as provided in Section 24(c) hereof (such earliest time being herein referred to as the “Expiration Date”).”

3. Exhibit B to the Rights Agreement is hereby amended by deleting the reference to “June 14, 2019” in the Form of Rights Certificate and substituting therefor “November 9, 2016”.

4. Except as expressly set forth herein, the Rights Agreement shall not be supplemented or amended, and the Rights Agreement shall remain in full force and effect.
5. This Amendment shall be effective immediately as of its date upon execution by the Company and the Rights Agent, and following such execution, all references to the Rights Agreement shall be deemed to be references to the Rights Agreement, as amended hereby.
6. Section 29 (*Successors*), Section 30 (*Benefits of This Agreement*), Section 31 (*Severability*), Section 32 (*Governing Law*) and Section 33 (*Counterparts*) of the Rights Agreement are hereby incorporated by reference into this Amendment and shall apply to this Amendment, *mutatis mutandis*, as if fully set forth herein.

[*Signature Page Follows*]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first above written.

SIMPSON MANUFACTURING CO., INC.

By: /s/Brian Magstadt  
Name: Brian Magstadt  
Title: CFO

COMPUTERSHARE TRUST COMPANY, N.A.

By: /s/Dennis V. Moccia  
Name: Dennis V. Moccia  
Title: Manager, Contract Administration

*[Signature Page to First Amendment to the Amended and Restated Rights Agreement]*