

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): March 23, 2020

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**

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

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, par value \$0.01 per share	SSD	New York Stock Exchange

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

As previously disclosed, Simpson Manufacturing Co., Inc. (the “Company”) is a borrower and certain of the Company’s domestic subsidiaries are guarantors under a credit agreement dated as of July 27, 2012 (as amended, supplemented and otherwise modified, the “Credit Facility”) with Wells Fargo Bank, N.A., as administrative agent and the lenders and other persons party thereto, which provides the Company with a \$300 million revolving credit facility with a July 2021 maturity date.

On March 23, 2020, the Company provided notice to the administrative agent under the Credit Facility to borrow an aggregate principal amount of \$150 million under the Credit Facility. Prior to this notice, there were no amounts outstanding under the Credit Facility. The Company borrowed under the Credit Facility in order to increase its cash position and preserve financial flexibility in light of current uncertainty resulting from the COVID-19 outbreak. The proceeds from the borrowings will be available to be used for working capital, general corporate or other purposes permitted by the Credit Facility.

Item 7.01 Regulation FD Disclosure.

On March 24, 2020, the Company issued a press release on the impact of COVID-19. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated March 24, 2020
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

(Registrant)

DATE: March 24, 2020

By /s/Terry Hammons

Terry Hammons

Senior Vice President and General Counsel

**SIMPSON MANUFACTURING CO., INC.
PROVIDES UPDATE IN RESPONSE TO COVID-19 AND ANNOUNCES VIRTUAL
ANNUAL MEETING OF STOCKHOLDERS**

Pleasanton, CA – March 24, 2020 – Simpson Manufacturing Co., Inc. (the “Company”) (NYSE: SSD), an industry leader in engineered structural connectors and building solutions, today provided the following corporate update in response to the COVID-19 pandemic.

“The health and safety of our employees and their families, customers and communities is our top priority,” said Karen Colonias, President and Chief Executive Officer of Simpson Manufacturing Co., Inc. “We are responding by enacting rigorous safety protocols to protect our employees and ensure we continue to service our customers while operating based on the guidance of leading health officials. As of today, all of our U.S. manufacturing facilities remain operational in accordance with applicable shelter in place orders, including by implementing ‘social distancing’ practices and reducing on-site staff to the extent possible.”

The Company continues to evaluate the global risks to public health and the slowdown in business activity related to the COVID-19 pandemic, including the potential impacts on its employees, customers, suppliers and financial results. As the situation surrounding COVID-19 remains fluid, it is difficult to predict the duration of the pandemic and its impact on the Company’s business, operations and financial condition.

Increasing Financial Flexibility

As previously disclosed, the Company is a borrower and certain of its domestic subsidiaries are guarantors under a credit agreement, which provides the Company with a \$300 million revolving credit facility that expires in July 2021 (the “Credit Facility”). As a prudent measure, the Company elected to draw down \$150 million from the Credit Facility in order to increase its cash position and preserve financial flexibility in light of current uncertainty resulting from the COVID-19 outbreak. The proceeds from the borrowings will be available to be used for working capital, general corporate or other purposes permitted by the Credit Facility. After the draw down, the Company expects to have approximately \$300 million of cash on hand and approximately \$150 million remaining under the Credit Facility.

Virtual Annual Meeting

As a result of the COVID-19 pandemic, the location of the Company’s 2020 annual meeting of stockholders has been changed and will be held in a virtual meeting format only. As previously announced, the annual meeting will be held on Thursday, April 23, 2020 at 2:00 p.m. Pacific Time. To be admitted to the annual meeting at www.virtualshareholdermeeting.com/SSD2020, stockholders must enter the control number found on their proxy card, voting instruction form or notice previously received. Further information regarding this change to the location of the annual

meeting can be found in the proxy supplement to be filed by the Company with the Securities and Exchange Commission on March 24, 2020.

About Simpson Manufacturing Co., Inc.

Simpson Manufacturing Co., Inc., headquartered in Pleasanton, California, through its subsidiary, Simpson Strong-Tie Company Inc., designs, engineers and is a leading manufacturer of wood construction products, including connectors, truss plates, fastening systems, fasteners and shearwalls, and concrete construction products, including adhesives, specialty chemicals, mechanical anchors, powder actuated tools and reinforcing fiber materials. The Company's common stock trades on the New York Stock Exchange under the symbol "SSD."

CONTACT:

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Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The statements are based on current circumstances and expectations and are subject to risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those indicated or anticipated by such statements. The inclusion of such statements should not be regarded as a representation that such plans, estimates or expectations will be achieved or assumptions will prove to be correct. Many factors could cause actual results to differ materially from such plans, estimates, expectations and assumptions, including, among others, (1) uncertainty surrounding the ongoing COVID-19 outbreak and the impact on the Company's business, operations and financial condition and (2) other risk factors described in the Company's annual report on Form 10-K for the fiscal year ended December 31, 2019, filed with the SEC on February 25, 2020. Any forward-looking statement speaks only as of the date on which such statement is made, and the Company undertakes no obligation to correct or update any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by applicable law, and we caution you not to rely on them unduly.