

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): July 24, 2018

Stamps.com Inc.

(Exact name of registrant as specified in its charter)

Delaware	000-26427	77-0454966
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1990 E. Grand Avenue, El Segundo, CA
(Address of principal executive offices)

90245
(Zip Code)

Registrant's telephone number, including area code: (310) 482-5800

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))
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Item 1.01 Entry into a Material Definitive Agreement.

On July 24, 2018, Stamps.com Inc., a Delaware corporation (“SDC”), entered into a share purchase agreement (the “Agreement”), dated as of the same day, by and among the certain key sellers named in the Agreement (the “Key Sellers”), MetaPack Limited, a private limited company incorporated in England and Wales (“MetaPack”), Pacific Shelf 1855 Limited (“Pacific Shelf”), a wholly owned subsidiary of SDC formed for the purpose of acquiring MetaPack, and SDC as Pacific Shelf’s guarantor. Pursuant to the Agreement, Pacific Shelf will acquire 100% of MetaPack’s issued and to be issued share capital by purchasing (i) all of the Key Sellers’ shares of MetaPack, representing approximately 80% of the total outstanding shares and (ii) all other issued and to be issued shares of MetaPack (“Minority Shares”), for an aggregate purchase price, for all such shares, of approximately One Hundred and Seventy Five Million GBP (£175,000,000), which, at the time of signing, was approximately equal to \$230 million. Any share options to acquire MetaPack shares will either be exercised or lapse prior to the completion of the transaction, and are not being assumed by SDC or Pacific Shelf. The acquisition of the Minority Shares is being completed through a separate, short-form, share purchase agreement or by exercising certain drag-along rights applicable to such shares. SDC is funding the purchase price entirely from current cash balances. After adjustment for certain transaction related costs such as debt and professional fees, and accounting for certain share option related amounts and taxes, the resulting aggregate cash payment for all of the shares will be approximately One Hundred and Seventy One Million GBP (£171,000,000).

MetaPack has a fiscal year ending on March 31st of each year, and completion of the transactions contemplated by the Agreement and the related agreements is conditioned only on delivery of MetaPack’s unqualified audited (under UK GAAP) consolidated accounts for the financial year ending on March 31, 2018, which condition may be waived by Pacific Shelf in its sole discretion. The transactions contemplated by the Agreement are expected to close mid to late August 2018, with a long stop date of August 28, 2018, which can be extended by the parties under certain circumstances.

Upon completion, two of the Key Sellers in senior management will be subject to covenants not to compete with MetaPack’s business.

The Agreement contains customary warranties and covenants by the Key Sellers, the sellers of the Minority Shares, certain designated warrantors, MetaPack and Pacific Shelf, and also contains a guarantee by SDC of Pacific Shelf’s obligations. Except as to certain fundamental matters concerning title and capacity, individually given covenants (such as non-competition agreements) or as to fraud, SDC’s and Pacific Shelf’s recourse for breaches of warranties or a tax covenant in the Agreement and related agreements is limited to a buyer’s warranty and indemnity policy (also known as “representations and warranties” insurance) provided by AIG Europe Limited. Such insurance policy generally provides coverage for up to Fifty One Million GBP (£51,000,000) of coverage, subject to certain exclusions, terms and conditions, for a period of 3 to 7 years, depending on the type of matter involved.

No material relationship outside of the ordinary course of business exists between, on the one hand, SDC and its affiliates, officers, directors or their respective associates, and, on the other hand, any of the Key Sellers or MetaPack, other than in connection with the Agreement itself.

The foregoing summary of the Agreement and the transactions contemplated thereby do not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Agreement and the other material agreements that may be entered into in connection therewith (in each case, excluding any portions thereof subject to a confidential treatment request). SDC intends to file a copy of the Agreement with SDC’s Quarterly Report on Form 10-Q for its third fiscal quarter.

Item 7.01 Regulation FD Disclosure

On July 25, 2018, SDC issued a press release regarding the Agreement, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information in the press release is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibit is being furnished herewith:

[99.1](#) Press Release of Stamps.com Inc., dated July 25, 2018, announcing the Agreement.

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.

Stamps.com Inc.

(Registrant)

July 30, 2018

Date

/s/ Ken McBride

(Signature)

Ken McBride,
Chief Executive Officer

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STAMPS.COM ANNOUNCES DEFINITIVE AGREEMENT TO ACQUIRE LEADING UK-BASED E-COMMERCE SHIPPING SOFTWARE COMPANY METAPACK LTD.

EL SEGUNDO, Calif., July 25, 2018 - Stamps.com® (Nasdaq:STMP) today announced that it has entered into a definitive agreement to purchase MetaPack Ltd., a United Kingdom-based company that provides the world's leading multi-carrier enterprise-level solution to many of the world's preeminent e-commerce retailers and brands.

MetaPack provides its customers access to the world's largest carrier library with support for over 450 parcel carriers that operate in more than 200 countries. The MetaPack software platform is a secure, resilient and highly available system that processed over 550 million parcel shipments in 2017. MetaPack's platform also provides sophisticated solutions including carrier management, a carrier optimization engine, a track and trace system, a parcel returns system, a delivery analysis and carrier SLA monitoring system, a sophisticated cross-border solution, and a system that provides dynamic delivery options right in the shopping cart. From a single integration, Metapack's customers are able to offer delivery choice and convenience in all major e-commerce markets around the world. Metapack's software also improves its customers' shopping cart order conversion rates and order delivery satisfaction ratings.

MetaPack has over 500 customers including many of the world's leading e-commerce retailers and brands. MetaPack's website includes a small sample of its retailers, brands and customer case studies. The company's business model is focused on SAAS, and it generated revenue of approximately £36 million in its fiscal year ending March 31, 2018 with a gross margin of approximately 87% and an operating margin of approximately 10%. MetaPack has approximately 350 employees located in six office locations around the world.

"The acquisition of MetaPack represents a significant strategic investment in our global e-commerce shipping business," said Ken McBride, Stamps.com chairman and CEO. "MetaPack is the leading enterprise-level multi-carrier e-commerce software platform supporting the world's largest retailers and the world's best known brands. MetaPack has significant business in Europe, complimenting Stamps.com's strong position in the U.S. MetaPack also serves the largest enterprises and retailers, complimenting Stamps.com's traditional focus on smaller businesses. Together, the two companies will be better able to provide innovative solutions in an increasingly global e-commerce world to customers of all sizes and in all geographies."

"This is a hugely exciting development for MetaPack," said Steve Rowley, Executive Chairman. "The acquisition by Stamps.com is positive news for our customers, partners and employees. As well as and enabling us to broaden our proposition and enhance our global label library, it also gives us the degree of scale and support that we need to service global e-commerce customers."

Stamps.com has agreed to purchase MetaPack for approximately £175 million in cash, which is approximately \$230 million, funded entirely from current cash balances. The Boards of Directors of both companies have approved the transaction which is expected to close during August 2018. Stamps.com plans for MetaPack to continue to operate as a wholly-owned subsidiary led by members of its existing management team.

Stamps.com will further discuss the acquisition of Metapack during its upcoming second quarter earnings conference call on August 1, 2018.

About MetaPack

Founded in 1999, MetaPack helps e-commerce and delivery professionals to meet with the consumer's growing expectations of delivery, whilst maintaining and optimizing operational efficiency. MetaPack's SaaS solution offers a wide range of personalised delivery services, from global order tracking to simplified return procedures, through a catalogue of 450 carriers and 5,000 services available that span every country in the world. Thanks to MetaPack, more than 550 million packages are sent annually by many of the world's leading e-commerce retailers.

About Stamps.com

Stamps.com (Nasdaq: STMP) is the leading provider of postage online and shipping software solutions to over 725 thousand customers, including consumers, small businesses, e-commerce shippers, enterprises, and high volume shippers. Stamps.com offers solutions that help businesses run their shipping operations more smoothly and function more successfully under the brand names Stamps.com, Endicia, ShipStation, ShipWorks and ShippingEasy. Stamps.com's family of brands provides seamless access to mailing and shipping services through integrations with more than 500 unique partner applications.

"Safe Harbor" Statement Under the Private Securities Litigation Reform Act of 1995

This release includes "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. Forward-looking statements are statements that are not historical facts, and may relate to future events or the company's anticipated results, business strategies or capital requirements, among other things, all of which involve risks and uncertainties. You can identify many (but not all) such forward-looking statements by looking for words such as "assumes," "approximates," "believes," "expects," "anticipates," "estimates," "projects," "seeks," "intends," "plans," "could," "would," "may" or other similar expressions. Important factors which could cause actual results to differ materially from those in the forward-looking statements, include the Company's ability to successfully integrate and realize the benefits of its past or future strategic acquisitions or investments, and other important factors that are detailed in filings with the Securities and Exchange Commission made from time to time by Stamps.com, including its Annual Report on Form 10-K for the year ended December 31, 2017, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K. Matters described in forward-looking statements may also be affected by other known and unknown risks, trends, uncertainties and factors, many of which are beyond the company's ability to control or predict. Stamps.com undertakes no obligation to release publicly any revisions to any forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Trademarks

Stamps.com, the Stamps.com logo, Endicia, ShipStation, ShipWorks, and ShippingEasy are registered trademarks of Stamps.com Inc. and its subsidiaries. All other brands and names used in this release are the property of their respective owners.