

OM GROUP INC  
Form 8-K/A  
October 17, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**  
**(Amendment No. 1)**

**CURRENT REPORT**

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

Date of report (Date of earliest event reported): August 2, 2011

**OM GROUP, INC.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)  
127 Public Square

(I.R.S. Employer  
Identification Number)

1500 Key Tower

Cleveland, Ohio 44114-1221

(Address of principal executive offices)

(Zip code)

(216) 781-0083

(Registrant's telephone number, including area code)

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))

**Explanatory Note**

On August 4, 2011, OM Group, Inc. (the Company) filed a Current Report on Form 8-K (the Initial Report) with the Securities and Exchange Commission, on which the Company reported the acquisition of VAC Holding GmbH (VAC Holding) pursuant to the terms of a Share Purchase Agreement (the Share Purchase Agreement), dated July 3, 2011, among the Company, its wholly-owned foreign direct subsidiary, OMG Germany Holding GmbH (OMG Holding), and VAC Luxembourg S.à r.l. (VAC Luxembourg), an entity controlled by One Equity Partners II, L.P. (OEP) under Item 2.01 of Form 8-K. The Company hereby amends the Initial Report in order to provide the financial information required by Items 9.01(a) and (b) of Form 8-K. The remainder of the information contained in the Initial Report is not hereby amended.

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

(a) Financial Statements of Businesses Acquired.

The following financial statements are filed as exhibits hereto and incorporated by reference herein:

Audited consolidated financial statements of VAC Holding GmbH (in Euros) as of and for the years ended December 31, 2010 and 2009 are attached hereto as Exhibit 99.1.

Unaudited interim consolidated financial statements of VAC Holding GmbH (in Euros) as of June 30, 2011 and December 31, 2010 and for the six months ended June 30, 2011 and 2010 are attached hereto as Exhibit 99.2.

(b) Pro Forma Financial Information.

Unaudited pro forma financial information required by this Item for the year ended December 31, 2010 and as of and for the six months ended June 30, 2011 is attached hereto as Exhibit 99.3.

(d) Exhibits.

Exhibit No.	Description
23	Consent of KPMG AG Wirtschaftsprüfungsgesellschaft
99.1	Audited consolidated financial statements of VAC Holding GmbH (in Euros) as of and for the years ended December 31, 2010 and 2009 prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board
99.2	Unaudited interim consolidated financial statements of VAC Holding GmbH (in Euros) as of June 30, 2011 and December 31, 2010 and for the six months ended June 30, 2011 and 2010 prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board
99.3	Unaudited pro forma condensed combined financial information for the year ended December 31, 2010 and as of and for the six months ended June 30, 2011

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 thereunto duly authorized.

OM Group, Inc.  
(Registrant)

Date: October 17, 2011

/s/ Kenneth Haber  
Name: Kenneth Haber  
Title: Chief Financial Officer

**EXHIBIT INDEX**

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