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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form 8-K**

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

**Date of Report (Date of earliest event reported): May 17, 2018**

**KRATON™**

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**Kraton Corporation**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-34581**  
(Commission File Number)

**20-0411521**  
(I.R.S. Employer  
Identification No.)

**15710 John F. Kennedy Blvd., Suite 300  
Houston, TX 77032**  
(Address of principal executive offices, including zip code)

**281-504-4700**  
(Registrant's telephone number, including area code)

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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))

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.

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

The information set forth below under Item 8.01 of this Current Report on Form 8-K with respect to the Purchase Agreement (as defined below) is incorporated by reference into this Item 1.01.

**Item 8.01 Other Events.**

On May 17, 2018, Kraton Corporation (the “Company”) issued a press release announcing the pricing of €290.0 million aggregate principal amount of 5.25% Senior Notes due 2026 (the “Notes”), which will be issued by Kraton Polymers LLC and Kraton Polymers Capital Corporation, its wholly-owned subsidiaries (collectively, the “Issuers”), pursuant to their previously announced private offering of the Notes (the “Offering”). The Offering is expected to close on May 24, 2018, subject to customary closing conditions.

In connection with the pricing of the Offering on May 17, 2018, the Issuers, together with the Company and certain of its other wholly-owned domestic subsidiaries, as guarantors (the “Guarantors”), entered into a purchase agreement (the “Purchase Agreement”) with J.P. Morgan Securities plc, Credit Suisse Securities (Europe) Limited and Deutsche Bank Securities Inc. (collectively, the “Initial Purchasers”), to issue and sell the Notes to the Initial Purchasers for resale in the United States to persons reasonably believed to be qualified institutional buyers under Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States to non-U.S. persons in compliance with Regulation S under the Securities Act.

The Purchase Agreement contains representations, warranties and covenants by the Issuers and the Guarantors and closing conditions, which the Company believes are customary for transactions of this type and amount. Under the terms of the Purchase Agreement, the Issuers and the Guarantors have agreed to indemnify the Initial Purchasers against certain liabilities.

The foregoing summary of the Purchase Agreement does not purport to be complete and is qualified by reference to the complete terms of such Purchase Agreement, a copy of which is filed with this Current Report on Form 8-K as Exhibit 1.1 and incorporated by reference herein. There are representations and warranties contained in the Purchase Agreement that were made by the parties to each other as of specific dates. The assertions embodied in the representations and warranties were made solely for purposes of the Purchase Agreement and may be subject to important qualifications and limitations agreed to by the parties in connection with negotiating the Purchase Agreement’s terms. Moreover, certain of these representations and warranties may not be accurate and complete as of any specified date because (i) they may be subject to contractual standards of materiality that differ from standards generally applicable to investors or (ii) they may have been used to allocate risk among the parties rather than to establish matters as facts. Based on the foregoing you should not rely on the representations and warranties included in the Purchase Agreement as statements of factual information, whether about the Company or any of its subsidiaries, any other persons, any state of affairs or otherwise.

A copy of the press release announcing the pricing of the Offering is filed with this Current Report on Form 8-K as Exhibit 99.1 and incorporated by reference herein.

In addition, on May 21, 2018, the Company issued a press release announcing the results of the previously announced tender offer (the “Tender Offer”) by the Issuers to purchase any and all of the Issuers’ outstanding 10.500% Senior Notes due 2023 (the “10.5% Notes”), which commenced on May 14, 2018 and expired at 5:00 p.m., New York City time, on May 18, 2018. A copy of the press release announcing the results of the Tender Offer is filed with this Current Report on Form 8-K as Exhibit 99.2 and incorporated by reference herein.

**This report does not constitute an offer to sell or the solicitation of an offer to purchase any of the foregoing securities, nor shall there be any sale of the securities in any state or jurisdiction in which such offer, solicitation, sale or purchase would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. This report also does not constitute an offer to purchase any 10.5% Notes or notice of redemption under the optional redemption provisions of the indenture governing any series of notes.**

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">1.1</a>	Purchase Agreement, dated May 17, 2018, by and among the Issuers, the Guarantors named therein and J.P. Morgan Securities plc, Credit Suisse Securities (Europe) Limited and Deutsche Bank Securities Inc., as Initial Purchasers.
<a href="#">99.1</a>	Press Release, dated May 17, 2018, announcing the pricing of the Offering.
<a href="#">99.2</a>	Press Release, dated May 21, 2018, announcing the results of the Tender Offer.

**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.

**KRATON CORPORATION**

Date: May 21, 2018

/s/ Stephen E. Tremblay

**Stephen E. Tremblay**

**Executive Vice President and Chief Financial Officer**

**KRATON CORPORATION ANNOUNCES PRICING OF PRIVATE OFFERING OF SENIOR NOTES**

HOUSTON, May 17, 2018 /PRNewswire/-Kraton Corporation (NYSE: KRA) (the “Company”) today announced that Kraton Polymers LLC and Kraton Polymers Capital Corporation, its wholly-owned subsidiaries (together, the “Issuers”), priced €290.0 million in aggregate principal amount of 5.25% senior notes due 2026 (the “Notes”) in connection with their previously announced private offering of the Notes. The Notes will be general unsecured obligations of the Issuers and will be guaranteed by the Company and certain of the Issuers’ wholly-owned domestic subsidiaries that guarantee the U.S. dollar denominated borrowings under the Company’s existing senior credit facilities and outstanding senior notes.

The Company intends to use the net proceeds from the offering of the Notes and borrowings under incremental U.S. dollar denominated term loans (the “Incremental Term Loans”) under the Company’s existing senior secured term loan facility, together with borrowings under the Company’s existing asset-based revolving credit facility and/or cash on hand, to pay the consideration and accrued and unpaid interest in connection with the previously announced tender offer (the “Tender Offer”) for any and all of the Issuers’ outstanding 10.500% senior notes due 2023 (the “10.5% Notes”) and fees and expenses for the refinancing. In connection with the commencement of the Tender Offer, the Issuers also called for redemption any 10.5% Notes that remain outstanding following the Tender Offer.

The offering of the Notes, the Incremental Term Loans and the Tender Offer are expected to close concurrently on May 24, 2018, subject to customary conditions.

The Notes and related subsidiary guarantees will be offered and sold only to persons reasonably believed to be qualified institutional buyers in the United States pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and to persons outside of the United States pursuant to Regulation S under the Securities Act. The offer and sale of the Notes and related guarantees have not been, and will not be, registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state laws.

**This press release does not constitute an offer to sell or the solicitation of an offer to purchase any of the foregoing securities, nor shall there be any sale of the securities in any state or jurisdiction in which such offer, solicitation, sale or purchase would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.**

**This press release also does not constitute an offer to purchase any of the 10.5% Notes or a notice of redemption under the optional redemption provisions of the indenture governing any series of notes.**

**FORWARD-LOOKING STATEMENTS**

Some of the statements in this press release contain forward-looking statements. This press release includes forward-looking statements that reflect our plans, beliefs, expectations, and current views with respect to, among other things, our intention to offer the Notes, borrow the Incremental Term Loans or borrow under the Company’s asset-based revolving credit facility, and the use of proceeds therefrom to fund the tender offer and related redemption and the expected closing date of those transactions. Forward-looking statements are characterized by the use of words such as “outlook,” “believes,” “estimates,” “expects,” “projects,” “may,” “intends,” “plans,” “anticipates,” “foresees” or “future.”

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All forward-looking statements in this press release are made based on management's current expectations and estimates, which involve known and unknown risks, uncertainties, and other important factors that could cause actual results to differ materially from those expressed in forward-looking statements. These risks and uncertainties are more fully described in our latest Annual Report on Form 10-K, including but not limited to "Part I, Item 1A. Risk Factors" and "Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" therein, and in our other filings with the Securities and Exchange Commission, and include, but are not limited to, risks related to: the Company's ability to repay its indebtedness and risks associated with incurring additional indebtedness; the Company's reliance on third parties for the provision of significant operating and other services; conditions in, and risks associated with operating in, the global economy and capital markets; fluctuations in raw material costs; limitations in the availability of raw materials; competition in the Company's end-use markets; and other factors of which we are currently unaware or deem immaterial. Readers are cautioned not to place undue reliance on our forward-looking statements. Forward-looking statements speak only as of the date they are made, and we assume no obligation to update such information in light of new information or future events.

For Further Information:

H. Gene Shiels 281-504-4886

**KRATON CORPORATION ANNOUNCES RESULTS OF CASH TENDER OFFER FOR ANY AND ALL OF THE  
OUTSTANDING 10.500% SENIOR NOTES DUE 2023**

HOUSTON, May 21, 2018 /PRNewswire/-Kraton Corporation (NYSE: KRA) (the “Company”) today announced the results of the previously announced tender offer (the “Tender Offer”) by its wholly-owned subsidiaries, Kraton Polymers LLC (“Kraton LLC”) and Kraton Polymers Capital Corporation (together with Kraton LLC, the “Issuers”), to purchase any and all of the Issuers’ outstanding 10.500% Senior Notes due 2023 (the “Notes”), which commenced on May 14, 2018 and expired at 5:00 p.m., New York City time, on May 18, 2018 (the “Expiration Date”).

According to information provided by D.F. King & Co., Inc., the information agent and tender agent for the Tender Offer, \$157,491,000 aggregate principal amount of the Notes were validly tendered and not validly withdrawn at or prior to the Expiration Date. D.F. King & Co., Inc. has also advised that an additional \$839,000 aggregate principal amount of Notes were tendered in accordance with the guaranteed delivery procedures.

The Issuers intend to accept for purchase, and make payment for, the Notes that have been validly tendered and not validly withdrawn (including Notes delivered under the guaranteed delivery procedures) concurrently with the consummation of the previously announced offering by the Issuers of the 5.25% Senior Notes due 2026 (the “New Notes”) and the borrowings by Kraton LLC of additional U.S. dollar denominated term loans (the “Incremental Term Loans”) under the Company’s existing senior secured term loan facility, which are expected to occur on May 24, 2018 (the “Settlement Date”).

As previously announced, the Company will redeem on June 13, 2018 any and all Notes not purchased upon completion of the Tender Offer (the “Redemption”). Holders of such Notes will receive the “make-whole” redemption price as calculated and provided for under the indenture governing the Notes (the “Indenture”), and accrued and unpaid interest will be paid to the redemption date. In addition, the Issuers may satisfy and discharge the Notes pursuant to the terms of the Indenture as soon as the Settlement Date (the “Satisfaction and Discharge”).

The Issuers retained J.P. Morgan Securities LLC and Credit Suisse (USA) LLC to act as dealer managers in connection with the Tender Offer. Questions may be directed to J.P. Morgan Securities LLC collect at (212) 270- 9375 or toll free at (866) 834-4666 or to Credit Suisse Securities (USA) LLC collect at (212) 538-2147 or toll free at (800) 820-1653, respectively. The Issuers retained D.F. King & Co., Inc. to act as the information agent and tender agent for the Tender Offer. Questions and requests for additional documents may be directed to D.F. King at (877) 361-7966 (toll free) or (212) 269-5550 (collect) or by email: [kra@dfking.com](mailto:kra@dfking.com). Copies of the Offer to Purchase and Notice of Guaranteed Delivery are available at the following web address: [www.dfking.com/kra](http://www.dfking.com/kra).

**This press release shall not constitute an offer to sell, or a solicitation of an offer to purchase, any securities, shall not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful, and shall not constitute a notice of redemption.**

#### FORWARD-LOOKING STATEMENTS

Some of the statements in this press release contain forward-looking statements. This press release includes forward-looking statements that reflect our plans, beliefs, expectations, and current views with respect to, among other things, our expectations regarding the consummation of the offering of the New Notes, the Incremental Term Loans, the Tender Offer, the Redemption and the Satisfaction and Discharge. Forward-looking statements are characterized by the use of words such as “outlook,” “believes,” “estimates,” “expects,” “projects,” “may,” “intends,” “plans,” “anticipates,” “foresees” or “future.”

All forward-looking statements in this press release are made based on management’s current expectations and estimates, which involve known and unknown risks, uncertainties, and other important factors that could cause actual results to differ materially from those expressed in forward-looking statements. These risks and uncertainties are more fully described in our latest Annual Report on Form 10-K, including but not limited to “Part I, Item 1A. Risk

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Factors” and “Part II, Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” therein, and in our other filings with the Securities and Exchange Commission, and include, but are not limited to, risks related to: the Company’s ability to repay its indebtedness and risks associated with incurring additional indebtedness; the Company’s reliance on third parties for the provision of significant operating and other services; conditions in, and risks associated with operating in, the global economy and capital markets; fluctuations in raw material costs; limitations in the availability of raw materials; competition in the Company’s end-use markets; and other factors of which we are currently unaware or deem immaterial. Readers are cautioned not to place undue reliance on our forward-looking statements. Forward-looking statements speak only as of the date they are made, and we assume no obligation to update such information in light of new information or future events.

For Further Information:

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