
**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): December 13, 2018

Altair Engineering Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38263
(Commission
File Number)

38-2591828
(IRS Employer
Identification No.)

1820 E. Big Beaver Road
Troy, Michigan
(Address of principal executive offices)

48083
(Zip Code)

Registrant's telephone number, including area code: (248) 614-2400

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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 2.01 Completion of Acquisition or Disposition of Assets

As previously disclosed, Altair Engineering Inc. (the “Company”) entered into an Agreement and Plan of Merger, dated as of November 5, 2018 (the “Merger Agreement”), with Datawatch Corporation, a Delaware corporation (“Datawatch”), and Dallas Merger Sub, Inc., a Delaware corporation (“Purchaser”) and a wholly owned subsidiary of the Company.

In accordance with the terms of the Merger Agreement, Purchaser commenced a tender offer to purchase all of the issued and outstanding shares of common stock, par value \$0.01 per share (the “Shares”), of Datawatch at a purchase price of \$13.10 per Share, net to seller in cash (the “Offer Price”), without interest and less any applicable withholding taxes (the “Offer”). The Offer expired at 12:00 midnight, Boston time, on December 12, 2018 (one minute after 11:59 p.m., Boston time, on December 12, 2018) as scheduled and was not extended. According to the depository for the Offer, as of the expiration of the Offer, 8,954,113 Shares (excluding Shares with respect to which notices of guaranteed delivery were delivered) were validly tendered and not validly withdrawn pursuant to the Offer, representing approximately 70% of the outstanding Shares and a sufficient number of Shares such that the minimum tender condition to the Offer was satisfied. In addition, the depository has advised the Company that notices of guaranteed delivery have been delivered with respect to 2,162,329 additional Shares, representing approximately 17% of the outstanding Shares. All other conditions to the Offer were satisfied or waived. As a result, on December 13, 2018, promptly after the expiration of the Offer, Purchaser irrevocably accepted for payment all Shares that were validly tendered and not validly withdrawn pursuant to the Offer and payment for such Shares has been made to the depository, which will act as agent for tendering stockholders whose Shares have been accepted for payment, in accordance with the terms of the Offer.

Also on December 13, 2018, the Company completed the acquisition of Datawatch through the merger of Purchaser with and into Datawatch, with Datawatch surviving as a wholly owned subsidiary of the Company (the “Merger”). The Merger was governed by Section 251(h) of the Delaware General Corporation Law, with no stockholder vote required to consummate the Merger. At the effective time of the Merger (the “Effective Time”), any Share not purchased pursuant to the Offer (other than Shares (i) owned by Datawatch’s stockholders who have perfected their statutory rights of appraisal under Delaware law, (ii) then owned by Datawatch or owned both at the commencement of the Offer and at the Effective Time by any wholly owned subsidiary of Datawatch and (iii) irrevocably accepted for purchase in the Offer or owned both at the commencement of the Offer and at the Effective Time by Purchaser, the Company or any other wholly owned subsidiary of the Company) was cancelled and converted into the right to receive the Offer Price, without interest and less any applicable withholding taxes.

In connection with the closing of the Offer and the Merger, the Company paid approximately \$176 million for the Shares, without giving effect to related transaction fees and expenses. The Company funded these payments from available cash on hand and a drawdown from its existing credit facility.

The foregoing summary of the Merger Agreement and the transactions contemplated thereby does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Merger Agreement filed as Exhibit 2.1 of the Current Report on Form 8-K filed by the Company on November 5, 2018, and is incorporated herein by reference.

Item 8.01 Other Events

On December 13, 2018, the Company issued a press release announcing the expiration and results of the Offer and the expected consummation of the Merger. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

On December 13, 2018, the Company issued a press release announcing the consummation of the Merger. A copy of the press release is attached hereto as Exhibit 99.2 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

- (a) Financial statements of businesses acquired.

The Company intends to file the financial statements required by this Item by an amendment to this Report no later than 71 days after the date this initial report on Form 8-K must be filed.

(b) Pro forma financial information.

The Company intends to file the financial statements required by this Item by an amendment to this Report no later than 71 days after the date this initial report on Form 8-K must be filed.

(d) Exhibits.

**Exhibit
No.**

Description

2.1	<u>Agreement and Plan of Merger, dated as of November 5, 2018, by and among the Company, Purchaser and Datawatch (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed by the Company on November 5, 2018)</u>
99.1	<u>Press Release issued by the Company, dated December 13, 2018, announcing the expiration and results of the Offer</u>
99.2	<u>Press Release issued by the Company, dated December 13, 2018, announcing the consummation of the Merger</u>

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 hereunto duly authorized.

ALTAIR ENGINEERING INC.

Dated: December 13, 2018

By: /s/ Howard N. Morof

Name: Howard N. Morof

Title: Chief Financial Officer



Altair Engineering Announces Completion of Tender Offer for all Outstanding Shares of Datawatch Corporation

TROY, Michigan– December 13, 2018 – Altair Engineering Inc. (Nasdaq: ALTR) (“Altair”) today announced the expiration of the tender offer (the “Offer”) by its wholly owned subsidiary, Dallas Merger Sub, Inc. (“Dallas Merger Sub”) for all of the issued and outstanding shares of common stock of Datawatch Corporation (Nasdaq-CM: DWCH) for a price of \$13.10 per share in cash, without interest and less any applicable withholding taxes. The Offer expired at 12:00 midnight, Boston time, on December 12, 2018 (one minute after 11:59 p.m. on December 12, 2018). Altair expects to complete today the acquisition of Datawatch through a merger without a vote of Datawatch stockholders pursuant to Section 251(h) of the General Corporation Law of the State of Delaware.

The depository for the Offer has advised Altair that, as of the expiration of the Offer, a total of 8,954,113 shares had been validly tendered into and not validly withdrawn from the Offer, which tendered shares represent approximately 70% of Datawatch’s outstanding shares of common stock and a sufficient number of shares such that the minimum tender condition to the Offer was satisfied. Additionally, the depository has advised that an additional 2,162,329 shares had been tendered by notice of guaranteed delivery, representing approximately 17% of the Datawatch shares of common stock outstanding. Accordingly, all shares that were validly tendered and not validly withdrawn were accepted for payment, and Dallas Merger Sub will promptly pay for all such tendered shares in accordance with the terms of the Offer.

As a result of the merger, Datawatch will become a wholly owned subsidiary of Altair. In the merger, each share of Datawatch (other than shares (i) owned by Datawatch’s stockholders who have perfected their statutory rights of appraisal under Delaware law, (ii) then owned by Datawatch or owned both at the commencement of the Offer and at the effective time of the merger by any wholly owned subsidiary of Datawatch and (iii) irrevocably accepted for purchase in the Offer or owned both at the commencement of the Offer and at the effective time of the merger by Altair, Dallas Merger Sub or any other wholly owned subsidiary of Altair) will be cancelled and converted into the right to receive the same \$13.10 per share in cash, without interest and less any applicable withholding taxes, that was paid in the Offer. Following completion of the merger, Datawatch’s common stock will no longer be listed for trading on the Nasdaq Capital Market, which is expected to take effect later today.

About Altair (Nasdaq: ALTR)

Altair transforms design and decision making by applying simulation, machine learning and optimization throughout product lifecycles. Altair’s broad portfolio of simulation technology and patented units-based software licensing model enable Simulation-Driven Innovation™ for Altair’s customers. With more than 2,000 employees, Altair is headquartered in Troy, Michigan, USA and operates 71 offices throughout 24 countries. Altair serves more than 5,000 customers across broad industry segments.

Cautionary Language Concerning Forward-Looking Statements

This communication may contain, in addition to historical information, certain “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, including but not limited to, statements relating to Altair’s expectations regarding the completion and timing of the closing of the pending acquisition. These forward-looking statements are made as of the date of this release and are based on current expectations, estimates, forecasts and projections as well as the beliefs and assumptions of management. Words such as “expect,” “anticipate,” “should,” “believe,” “hope,” “target,” “project,” “goals,” “estimate,” “potential,” “predict,” “may,” “will,” “might,” “could,” “intend,” variations of these terms or the negative of these terms and similar expressions are intended to identify these forward-looking statements. Such forward-looking statements are not guarantees or predictions of future performance, and are subject to known and unknown risks, uncertainties and other factors, many of which are beyond our control, that could cause actual results, performance or achievements of Altair following completion of the Offer and the merger described herein (collectively, the “Transactions”) to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements. Such risks and uncertainties include the risks detailed in the section entitled “Risk Factors” in Altair’s Annual Report on Form 10-K for the year ended December 31, 2017, as updated by Altair’s Quarterly Report on Form 10-Q for the quarters ended March 31, 2018, June 30, 2018 and September 30, 2018. Past performance is not necessarily indicative of future results. The forward-looking statements included in this press release represent Altair’s views as of the date of this press release. Altair undertakes no intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, changes in expectations or otherwise. These forward-looking statements should not be relied upon as representing Altair’s views as of any date subsequent to the date of this press release.

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Altair Engineering Announces Completion of the Acquisition of Datawatch Corporation

TROY, Michigan— December 13, 2018 – Altair Engineering Inc. (Nasdaq: ALTR) (“Altair”) today announced that it has completed its previously announced acquisition of Datawatch Corporation (“Datawatch”). Datawatch provides data intelligence with market leading enterprise data preparation, predictive analytics and visualization solutions that fuel business analytics.

“We are very pleased to welcome the Datawatch team as our newest Altairians with the completion of this acquisition,” said James Scapa, Altair’s Founder, Chairman, and CEO. “With a shared vision around the convergence of simulation and data science, we believe Datawatch’s current and developing products and technologies can significantly enhance the value Altair delivers to our customers. We are well-positioned to execute on the new opportunities Datawatch provides us while building on their vibrant existing business.”

The acquisition of Datawatch was structured as a merger under Section 251(h) of the General Corporation Law of the State of Delaware following the successful completion of Altair’s previously announced tender offer to purchase all issued and outstanding shares of common stock of Datawatch for \$13.10 per share in cash, without interest and less any applicable withholding taxes.

As a result of the merger, subject to certain potential exceptions provided for in the merger agreement, all remaining shares of Datawatch common stock not previously tendered into Altair’s tender offer were converted into the right to receive \$13.10 per share in cash, without interest and less any applicable withholding taxes.

Datawatch has requested that Nasdaq Capital Market file a Form 25 with the United States Securities and Exchange Commission causing the delisting of Datawatch’s common stock from Nasdaq Capital Market. Altair expects that Datawatch’s common stock will cease trading as of the close of trading on December 13, 2018.

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This communication may contain, in addition to historical information, certain “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities

Litigation Reform Act of 1995, including but not limited to, statements relating to Altair’s expectations regarding Datawatch and the cessation of trading in Datawatch’s common stock. These forward-looking statements are made as of the date of this release and are based on current expectations, estimates, forecasts and projections as well as the beliefs and assumptions of management. Words such as “expect,” “anticipate,” “should,” “believe,” “hope,” “target,” “project,” “goals,” “estimate,” “potential,” “predict,” “may,” “will,” “might,” “could,” “intend,” variations of these terms or the negative of these terms and similar expressions are intended to identify these forward-looking statements. Such forward-looking statements are not guarantees or predictions of future performance, and are subject to known and unknown risks, uncertainties and other factors, many of which are beyond our control, that could cause actual results, performance or achievements of Altair following completion of the tender offer and the merger described herein (collectively, the “Transactions”) to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements. Such risks and uncertainties include the risks detailed in the section entitled “Risk Factors” in Altair’s Annual Report on Form 10-K for the year ended December 31, 2017, as updated by Altair’s Quarterly Report on Form 10-Q for the quarters ended March 31, 2018, June 30, 2018 and September 30, 2018. Past performance is not necessarily indicative of future results. The forward-looking statements included in this press release represent Altair’s views as of the date of this press release. Altair undertakes no intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, changes in expectations or otherwise. These forward-looking statements should not be relied upon as representing Altair’s views as of any date subsequent to the date of this press release.

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