

ERICKSON INC.  
Form 8-K  
February 05, 2015

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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  
February 2, 2015  
Date of Report (Date of earliest event reported)

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ERICKSON INCORPORATED  
(Exact name of registrant as specified in its charter)

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Delaware (State or other jurisdiction of incorporation)	001-35482 (Commission File Number)	93-1307561 (IRS Employer Identification No.)
5550 SW Macadam Avenue, Suite 200 Portland, Oregon 97239 (Address of principal executive offices, including Zip Code)		
Registrant's telephone number, including area code: (503) 505-5800		

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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))
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In this report, unless otherwise indicated or the context otherwise requires, references to “we,” “us,” “our,” the “Company,” and “Erickson” refer to Erickson Incorporated and its subsidiaries on a consolidated basis.

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing  
On January 19, 2015, Hank Halter, an independent member of the board of directors (the “Board”) and Chairman of the Company’s Audit Committee, resigned from the Board and the Company’s Audit Committee. Pursuant to the rules of The Nasdaq Stock Market (“Nasdaq”), the Company notified Nasdaq on January 22, 2015 of this event and that the Board was no longer comprised of a majority of independent directors and the Company’s Audit Committee was no longer comprised of at least three independent directors. On February 2, 2015, the Company received from the staff of the Listing Qualifications Department of Nasdaq a letter (the “Staff Letter”) indicating that, due to Mr. Halter’s resignation, the Company was not in compliance with Listing Rule 5605(b)(1), which requires a majority of the Board of the Company be comprised of independent directors as defined in Listing Rule 5605(a)(2), or with Listing Rule 5605(c)(2), which requires the Company’s Audit Committee to be comprised of at least three independent directors as defined in Listing Rule 5605(a)(2) and Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended.

Consistent with Listing Rules 5605(b)(1)(A) and 5605(c)(4), the Staff Letter indicated that Nasdaq will provide the Company a cure period in order to regain compliance with the majority independent board and audit committee independence requirements. Pursuant to the Staff Letter, the Company will have until the earlier of the Company’s next annual shareholders’ meeting or January 19, 2016 to regain compliance with this listing rule. However, if the Company’s next annual shareholders’ meeting is held before July 20, 2015, then the Company must evidence compliance no later than July 20, 2015. The Company fully intends to regain compliance with the majority independent board and audit committee independence requirements before such cure period ends to ensure continued listing on Nasdaq.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 5, 2015

Erickson Incorporated

By: /s/ Edward Rizzuti  
Edward Rizzuti  
Vice President, General Counsel and Corporate  
Secretary

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Address of Principal Business Office or, if none, Residence

270 Park Avenue  
New York, NY 10017

(c) Citizenship  
Delaware

(d) Title of Class of Securities  
Class A Common Stock, \$0.01 par value

(e) CUSIP Number  
701877102

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).

(e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

(f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

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- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
  - (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
  - (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J).
  - (k)  A group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 19,626,913
- (b) Percent of class: 7.0%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 16,474,548
  - (ii) Shared power to vote or to direct the vote: 28,411
  - (iii) Sole power to dispose or to direct the disposition of: 19,611,754
  - (iv) Shared power to dispose or to direct the disposition of: 10,863

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o .

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

J.P. Morgan Investment Management Inc. ; JPMorgan Chase Bank, National Association ; JPMorgan Asset Management (UK) Limited ; J.P. Morgan International Bank Limited ; J.P. Morgan (Suisse) SA ; J.P. Morgan Trust Company of Delaware ; J.P. Morgan Securities LLC ; J.P. Morgan Private Investments Inc.

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item Certification  
10.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**JPMorgan Chase & Co.**

Date: January 11, 2019

By: /s/ Rachel Tsvaygoft  
Name: Rachel Tsvaygoft  
Title: Vice President

Footnotes:

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

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