
**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 22, 2019 (July 19, 2019)

CRANE CO.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-1657
(Commission
File No.)

13-1952290
(IRS Employer
Identification No.)

100 First Stamford Place, Stamford, CT
(Address of principal executive offices)

06902
(Zip code)

Registrant's telephone number, including area code: 203-363-7300

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$1.00	CR	New York Stock Exchange

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.

SECTION 8 – OTHER EVENTS

Item 8.01. Other Events.

As previously disclosed, on June 17, 2019, CR Acquisition Company (the “Purchaser”), a wholly owned subsidiary of Crane Co. (the “Company”), commenced a tender offer to purchase all outstanding shares of common stock, par value \$0.01 per share (the “Shares”), of CIRCOR International, Inc. (“CIRCOR”) for \$45.00 per Share, net to the seller in cash, without interest and less any required withholding taxes (together with any amendments or supplements thereto, the “Tender Offer”). Also as previously disclosed, on July 8, 2019, the Purchaser amended the Tender Offer to, among other things, increase the price to be paid for the Shares to \$48.00 per Share, net to the seller in cash, without interest and less any required withholding taxes. The terms and conditions of the Tender Offer were set forth in the Schedule TO filed by the Company and the Purchaser with the Securities and Exchange Commission (the “SEC”) on June 17, 2019, as subsequently amended on June 24, 2019, July 2, 2019, July 8, 2019, July 15, 2019 and July 22, 2019.

On July 22, 2019, the Company issued a press release announcing that the Tender Offer has expired. The Tender Offer expired at 12:00 midnight, New York City time, on Friday, July 19, 2019 (which was the end of the day on July 19, 2019). Computershare Trust Company, N.A., the depository for the Tender Offer (the “Depository”), has advised the Company that as of the expiration of the Tender Offer, a total of 13,027,781 Shares were validly tendered into and not validly withdrawn from the Tender Offer (including 393,225 Shares tendered by notice of guaranteed delivery but not yet delivered), representing, together with the Shares owned by the Company and its subsidiaries, approximately 66.77% of CIRCOR’s outstanding Shares. At the expiration of the Tender Offer, certain conditions to the Tender Offer were not satisfied and the Company and the Purchaser did not waive these conditions. No Shares were purchased by the Purchaser in the Tender Offer, and the Company has instructed the Depository to promptly return all Shares previously tendered and not withdrawn. The press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

In connection with the expiration of the Tender Offer, the commitment letter that the Company entered into with Wells Fargo Bank, National Association (“Wells Fargo Bank”), pursuant to which Wells Fargo Bank committed to provide a 364-day term loan credit facility to the Company in an aggregate amount of up to \$1.50 billion to finance the Tender Offer, was terminated in accordance with its terms.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press Release dated July 22, 2019, issued by Crane Co.](#)

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.

CRANE CO.

Date: July 22, 2019

By: /s/ Anthony M. D'Iorio

Name: Anthony M. D'Iorio

Title: Vice President, General Counsel and Secretary

Crane Co. Reports 66.77% of CIRCOR Shares Supporting Offer upon July 19 Tender Expiration

STAMFORD, Conn. July 22, 2019 - Crane Co. (NYSE: CR), a diversified manufacturer of highly engineered industrial products, today reported on the results of its previously announced cash tender offer to acquire all outstanding shares of CIRCOR International, Inc. (NYSE: CIR) for \$48 per share, which expired at 12:00 midnight, New York City Time, on July 19, 2019.

As of the expiration of the tender offer, a total of 13,027,781 CIRCOR shares had been validly tendered and not validly withdrawn from the tender offer (including 393,225 shares tendered by notice of guaranteed delivery but not yet delivered), representing, together with shares owned by Crane, approximately 66.77% of all CIRCOR shares issued and outstanding.

Max Mitchell, Crane Co. President and Chief Executive Officer, said: “We appreciate the overwhelming support we received from CIRCOR shareholders. Given this resounding result, it is hard for us to imagine how CIRCOR’s Board and management are not engaging with us to negotiate a transaction to deliver significant value to their shareholders.”

As of the expiration of the tender offer, certain conditions to the tender offer were not satisfied and Crane and CR Acquisition Company, a wholly owned subsidiary of Crane, did not waive these conditions. No CIRCOR shares were purchased by Crane or CR Acquisition Company in the tender offer, and Crane has instructed the depositary to promptly return all CIRCOR shares previously tendered and not withdrawn.

Advisors

Wells Fargo Securities is acting as financial advisor and Skadden, Arps, Slate, Meagher & Flom LLP as legal advisor to Crane Co.

About Crane Co.

Crane Co. is a diversified manufacturer of highly engineered industrial products. Founded in 1855, Crane Co. provides products and solutions to customers in the chemicals, oil & gas, power, automated payment solutions, banknote design and production and aerospace & defense markets, along with a wide range of general industrial and consumer related end markets. The Company has four business segments: Fluid Handling, Payment & Merchandising Technologies, Aerospace & Electronics and Engineered Materials. Crane Co. has approximately 12,000 employees in the Americas, Europe, the Middle East, Asia and Australia. Crane Co. is traded on the New York Stock Exchange (NYSE:CR). For more information, visit www.craneco.com.

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