
**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 the report (Date of earliest event reported): August 7, 2017



CHURCH & DWIGHT CO., INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-10585
(Commission
File Number)

13-4996950
(I.R.S. Employer
Identification No.)

500 Charles Ewing Boulevard, Ewing, New Jersey
(Address of Principal Executive Offices)

08628
(Zip Code)

Registrant's telephone number, including area code: (609) 806-1200

N/A
(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))

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.

On August 7, 2017, Church & Dwight Co., Inc. (the “Company”) completed its previously announced acquisition (the “Acquisition”) of all of the issued and outstanding shares of capital stock of PIK Holdings, Inc. (“Waterpik”) pursuant to the Stock Purchase Agreement (the “Agreement”), dated as of July 17, 2017, by and among the Company, Waterpik, the stockholders of Waterpik (the “Company Stockholders”) and MidOcean Partners III, L.P. in its capacity as a Company Stockholder and as the representative of the Company Stockholders. Waterpik is a water-jet technology company that designs and sells both oral water flossers and shower heads. Pursuant to the terms of the Agreement, the total purchase price of Waterpik’s outstanding shares of capital stock, which was subject to adjustment based on the closing working capital of Waterpik and its subsidiaries, consisted of total cash consideration of \$1.033 billion. The Company financed the Acquisition with proceeds from its underwritten public offering of \$1.425 billion aggregate principal amount of senior notes completed on July 25, 2017.

The foregoing description of the Agreement does not purport to be complete and is qualified in its entirety by the terms and conditions of the Agreement, a copy of which is filed herewith as Exhibit 2.1, and incorporated herein by reference.

On August 8, 2017, the Company issued a press release announcing completion of the Acquisition. A copy of this press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.**(a) Financial statements of businesses acquired.**

The financial statements required to be filed under Item 9.01(a) of this Current Report on Form 8-K (this “Form 8-K”) will be filed by amendment to this Form 8-K no later than 71 days after the date this Form 8-K is required to be filed.

(b) Pro forma financial information.

The pro forma financial information required to be filed under Item 9.01(b) of this Form 8-K will be filed by amendment to this Form 8-K no later than 71 days after the date this Form 8-K is required to be filed.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
2.1*	Stock Purchase Agreement, dated as of July 17, 2017, among Church & Dwight Co., Inc., PIK Holdings, Inc., the Representative and the stockholders party thereto, incorporated by reference to Exhibit 2.1 of the Company’s Current Report on Form 8-K filed on July 17, 2017
99.1	Church & Dwight Co., Inc. press release, dated August 8, 2017

* Certain schedules and exhibits to this agreement have been omitted pursuant to Item 601(b)(2) of Regulation S-K and the Company agrees to furnish supplementally to the Securities and Exchange Commission a copy of any omitted schedule and/or exhibit upon request.

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.

CHURCH & DWIGHT CO., INC.

Date: August 8, 2017

By: /s/ Patrick de Maynadier

Name: Patrick de Maynadier

Title: Executive Vice President, General Counsel and Secretary

EXHIBIT INDEX

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Church & Dwight Co., Inc.

News Release

Contact: Rick Dierker
Chief Financial Officer
609-806-1900

Church & Dwight Completes Purchase of Water Pik

EWING, N.J.—(BUSINESS WIRE)—Aug. 8, 2017 - Church & Dwight Co., Inc. (NYSE:CHD) has completed its previously announced acquisition of Water Pik, Inc. (“Waterpik”), the market leader in water-jet technology in both oral water flossers and replacement showerheads.

The transaction was completed substantially under the original terms announced on July 17, 2017, which called for Church & Dwight to pay approximately \$1 billion in cash at closing.

“Oral care is important to us strategically,” said Matthew T. Farrell, Church & Dwight Chief Executive Officer. “Waterpik represents a powerful addition to our existing oral care portfolio which includes ARM & HAMMER toothpaste, SPINBRUSH battery-operated toothbrushes and ORAJEL oral analgesics. The flosser products business is a fast-growing platform and capitalizes on the trends of increased gum disease, oral care awareness across all demographics and expansion of the middle-class in emerging markets. The Waterpik brand has a strong reputation among dental care professionals. Our oral care portfolio gives Church & Dwight a leading position in a growing category with tailwinds as the population ages and consumer interest in oral health continues to expand.”

Church & Dwight Co., Inc. manufactures and markets a wide range of personal care, household and specialty products under the ARM & HAMMER brand name and other well-known trademarks.

This press release contains forward-looking statements, including, among others, statements relating to the impact of the Waterpik acquisition and anticipated consumer demand and spending. These statements represent the intentions, plans, expectations and beliefs of the Company, and are based on assumptions that the Company believes are reasonable but may prove to be incorrect. In addition, these statements are subject to risks, uncertainties and other factors, many of which are outside the Company's control and could cause actual results to differ materially from such forward-looking statements. Uncertainties include assumptions as to market growth and consumer demand. Factors that could cause such differences include, without limitation, the risk that Waterpik will not be integrated successfully and the ability of management to execute its plans with respect to the Company's initiatives.

For a description of additional factors that could cause actual results to differ materially from the forward looking statements, please see the Company's quarterly and annual reports filed with the SEC, including Item 1A, "Risk Factors" in the Company's annual report on Form 10-K. The Company undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by the U.S. federal securities laws. You are advised, however, to consult any further disclosures the Company makes on related subjects in its filings with the SEC.