

8-K 1 ora20180424_8k.htm FORM 8-K

[Table of Contents](#)

**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): April 24, 2018

Ormat Technologies, Inc.

(Exact Name of Registrant as Specified in Its Charter)

001-32347

(Commission File Number)

Delaware

(State of Incorporation)

No. 88-0326081

(I.R.S. Employer Identification No.)

6225 Neil Road, Reno, Nevada

(Address of Principal Executive Offices)

89511-1136

(Zip Code)

(775) 356-9029

(Registrant's Telephone Number, Including Area Code)

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: (see General Instruction A.2. below):

- ☐ 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. ☐

[Table of Contents](#)**TABLE OF CONTENTS****Item 8.01 [Other Events](#)****Item 9.01 [Financial Statements and Exhibits](#)****[Signatures](#)****[Exhibit Index](#)****Exhibit 99.1**

[Table of Contents](#)**INFORMATION TO BE INCLUDED IN THE REPORT****Item 8.01 Other Events.**

On April 24, 2018, Ormat Technologies, Inc. (the “Company”) issued a press release announcing the completion of its previously announced acquisition of U.S. Geothermal Inc. (“USG”) pursuant to that certain Agreement and Plan of Merger, dated January 24, 2018, by and among Ormat Nevada Inc., OGP Holding Corp. and USG. A copy of that press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 [Press release of the Company dated April 24, 2018.](#)

[Table of Contents](#)**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.

Ormat Technologies, Inc.

By ISAAC ANGEL

Name: Isaac Angel

Title: CEO

Date: April 24, 2018

[Table of Contents](#)**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of Registrant dated April 24, 2018

EX-99.1 2 ex_111022.htm EXHIBIT 99.1

Exhibit 99.1

Ormat Technologies Contact:
Smadar Lavi
VP Corporate Finance and Head of Investor Relations
775-356-9029 (ext. 65726)
slavi@ormat.com

Investor Relations Agency Contact:
Rob Fink
Hayden - IR
646-415-8972
rob@haydenir.com

ORMAT CLOSING ACQUISITION OF U.S. GEOTHERMAL

RENO, Nev. April 24, 2018, Ormat Technologies, Inc. (NYSE: ORA) announces that it has closed the previously announced acquisition of U.S. Geothermal, Inc. (NYSE: HTM) for a total consideration of approximately \$110 million, comprising approximately \$106 million funded in cash by the Company to acquire the outstanding shares of common stock of USG, and approximately \$4 million, funded from available cash of USG, to cash-settle outstanding in the money options to acquire outstanding shares of USG.

As a result of the acquisition, Ormat now owns and operates U.S. Geothermal's three power plants at Neal Hot Springs, Oregon, San Emidio, Nevada and Raft River, Idaho with a total net generating capacity of approximately 38 MW. In addition, Ormat now owns development assets held by US Geothermal, which include a project at the Geysers, California; a second phase project at San Emidio, Nevada; a greenfield project in Crescent Valley, Nevada; and the El Ceibillo project located near Guatemala City, Guatemala.

The operating assets sell power under existing power purchase agreements at favorable price terms for the electricity, with an aggregated contract capacity of 55 MW. Ormat plans to improve the acquired operating assets and implement synergies and cost reductions which are expected to improve profitability of the operating projects by approximately 50% during 2019.

Ormat has put in place a comprehensive integration plan to assure continuous operation of U.S. Geothermal's assets. The Company is pleased to retain a number of U.S. Geothermal employees and welcome them to Ormat.

"The acquisition of U.S. Geothermal expands our geothermal portfolio and our prospect inventory. We see many opportunities to improve efficiency and capacity over the next couple of years," said Isaac Angel, CEO of Ormat Technologies. "As a leading vertically integrated geothermal company, we expect the integration will be seamless. We are certain that together with the skilled employees that we will retain we can achieve great accomplishment and improve the profitability of these operations and demonstrate the accretive value of this acquisition in the near term."

The Company anticipates that the acquisition of U.S. Geothermal, Inc. will be additive to its electricity segment 2018 revenue in the amount of approximately \$23 million and will reflect approximately \$13 million in incremental EBITDA and Adjusted EBITDA¹. The expected EBITDA and Adjusted EBITDA attributable to the non-controlling interest is approximately \$4 million.

On May 7, 2018, the Company will issue financial results for the first quarter of 2018, at which time it will provide a more comprehensive update on full year 2018 guidance inclusive of this acquisition.

¹The Company is unable to provide a corresponding GAAP equivalent for its EBITDA and Adjusted EBITDA. In providing Adjusted EBITDA, the Company notes that there could be differences between expected reported GAAP net income and estimated GAAP net income for matters such as, but not limited to (i) unrealized gains or losses related to derivative transactions; (ii) unrealized foreign currency gains or losses; (iii) gains or losses and associated benefits and costs due to disposition and acquisition of business interests, including the tax impact of the repatriation of proceeds from sales in foreign jurisdictions; (iv) losses due to impairments; (v) gains, losses and expenses related to prepayment of debt and (vi) tax benefit or expense related to effects of the recently-enacted U.S. tax law reform.

ORMAT TECHNOLOGIES, INC.

6225 Neil Road Reno, Nevada • +1-775-356-9029 •

ormat@ormat.com

ormat.com



ABOUT ORMAT TECHNOLOGIES

With over five decades of experience, Ormat Technologies, Inc. is a leading geothermal Company and the only vertically integrated Company engaged in geothermal and recovered energy generation (REG), with the objective of becoming a leading global provider of renewable energy. The Company owns, operates, designs, manufactures and sells geothermal and REG power plants primarily based on the Ormat Energy Converter – a power generation unit that converts low-, medium- and high-temperature heat into electricity. With 77 U.S. patents, Ormat's power solutions have been refined and perfected under the most grueling environmental conditions. Ormat has 530 employees in the United States and 770 overseas. Ormat's flexible, modular solutions for geothermal power and REG are ideal for the vast range of resource characteristics. The Company has engineered, manufactured and constructed power plants, which it currently owns or has installed to utilities and developers worldwide, totaling over 2,500 MW of gross capacity. Ormat's current approximately 800 MW generating portfolio is spread globally in the U.S., Guatemala, Guadeloupe, Honduras, Indonesia and Kenya. In March 2017, Ormat expanded its operations to provide energy storage and energy management solutions, by leveraging its core capabilities and global presence as well as through its Viridity Energy Solutions Inc. subsidiary, a Philadelphia-based Company with nearly a decade of expertise and leadership in energy storage, demand response and energy management.

ORMAT'S SAFE HARBOR STATEMENT

Information provided in this press release may contain statements relating to current expectations, estimates, forecasts and projections about future events that are "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally relate to Ormat's plans, objectives and expectations for future operations (including statements about plans to improve the acquired operating assets, synergies, cost reductions and profitability and the statements about increased revenue and incremental EBTIDA and Adjusted EBITDA expected to result from the acquisition) and are based upon its management's current estimates and projections of future results or trends. Actual future results may differ materially from those projected as a result of certain risks and uncertainties. For a discussion of such risks and uncertainties, see "Risk Factors" as described in Ormat Technologies, Inc.'s Form 10-K filed with the SEC on March 16, 2018.

These forward-looking statements are made only as of the date hereof, and we undertake no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.