UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 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 2, 2018

PITNEY BOWES INC.

(Exact Name of Registrant as Specified in Charter)

Delaware	1-3579	06-0495050
(State or Other Jurisdiction	(Commission	(IRS Employer
of Incorporation)	File Number)	Identification No.)

3001	. Su	m	me	er S	btreet			
Stam	fora	1, (Co	nne	ecticut			
				-				

(Address of principal executive offices)

06926

(Zip Code)

Registrant's telephone number, including area code: (203) 356-5000

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))

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 O

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 Securities Act. O

Item 2.01 Completion of Acquisition or Disposition of Assets.

On July 2, 2018, Pitney Bowes Inc. (the Company) completed the previously announced sale of its Document Messaging Technologies production mail business and supporting software (DMT), other than in certain non-U.S. jurisdictions, to an affiliate of Platinum Equity, LLC, a leading global private equity firm. The sales of DMT businesses in non-U.S. jurisdictions are expected to close in the third and early fourth quarters, subject to local regulatory requirements.

Cash proceeds, net of working capital and certain other adjustments, received at the closing were \$316 million. The Company will also receive an additional \$23 million upon the sale of the DMT business in certain other non-U.S. jurisdictions. The Company further expects to pay closing costs, transaction fees and taxes related to the sale of DMT. Net proceeds from the sale are estimated to be approximately \$270 million, the majority of which will be used to pay down debt.

Item 7.01 Regulation FD Disclosure

The operations of DMT will be classified as discontinued operations and prior period amounts will be reclassified to conform to this presentation. Certain reclassified historical financial information reflecting the operations of DMT as discontinued operations can be found at the Company's web site at <u>www.pb.com/investorrelations</u> under Financial Reporting.

Item 8.01 Other Events

On July 2, 2018, the Company issued a press release announcing the sale of DMT. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(b) Pro forma financial information.

The Company's unaudited pro forma consolidated financial information giving effect to the sale of the DMT business is attached hereto as Exhibit 99.1 and incorporated herein by reference.

(d) Exhibits

EXHIBIT INDEX

Exhibit No. Exhibit Description

99.1Unaudited pro forma consolidated financial information of Pitney Bowes Inc.99.2Pitney Bowes Inc. press release dated July 2, 2018

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.

Pitney Bowes Inc.

By: Name: Title: /s/ Joseph R. Catapano

Joseph R. Catapano Vice President, Chief Accounting Officer (Principal Accounting Officer)

Dated: July 9, 2018

UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

Overview

On April 27, 2018, Pitney Bowes Inc. (the Registrant) entered into an Asset Purchase Agreement (the Purchase Agreement) with Stark Acquisition Corporation (the Purchaser), an affiliate of Platinum Equity, LLC, pursuant to which the Registrant agreed to sell its Document Messaging Technologies production mail business and supporting software (DMT). On July 2, 2018 (the Closing Date), the Registrant completed the sale of DMT (the Disposition), other than in certain non-U.S. jurisdictions, to the Purchaser. The sales of the DMT businesses in the non-U.S. jurisdictions are expected to close in the third and early fourth quarters, subject to local regulatory requirements. As a result of the Disposition, the historical operations of DMT will be presented as discontinued operations in the Registrant's financial statements.

Unaudited Pro Forma Consolidated Financial Information

The following unaudited pro forma consolidated financial information (Pro Forma Information) has been derived from the Registrant's historical consolidated financial statements and reflects certain assumptions and adjustments that management believes are reasonable under the circumstances and given the information available at this time. The Pro Forma Information reflects other adjustments that, in the opinion of management, are necessary to present fairly the pro forma financial position and results of operations as of March 31, 2018 and for the three months ended March 31, 2018 and year ended December 31, 2017. The Pro Forma Information is provided for informational purposes only and is not intended to represent or be indicative of what the Registrant's financial position or results of operations would have been had the disposition occurred on March 31, 2018 for the unaudited pro forma consolidated balance sheet and as of January 1, 2017 for the unaudited pro forma consolidated statements of income, nor is it indicative of its future financial position or results of operations should be read in conjunction with the Registrant's historical consolidated financial statements and accompanying notes.

The following is a brief description of the amounts reported under each of the column headings in the Pro Forma Information:

Historical

This column represents the Registrant's historical financial statements for the periods presented and does not reflect any adjustments related to the Disposition.

The historical consolidated balance sheet as of March 31, 2018 and the consolidated statement of income for the three months ended March 31, 2018 were derived from the Registrant's unaudited interim consolidated financial statements included in its Quarterly Report on Form 10-Q for the quarter ended March 31, 2018. The historical consolidated statements of income for each of the years ended December 31, 2017, 2016 and 2015 were derived from the Registrant's audited consolidated financial statements on Form 10-K for the year ended December 31, 2017.

Discontinued Operations

This column represents the elimination of the historical assets and liabilities of DMT from the Registrant's historical consolidated balance sheet as of March 31, 2018 and the results of operations of DMT from the Registrant's historical consolidated statements of income for the three months ended March 31, 2018 and years ended December 31, 2017, 2016 and 2015.

Continuing Operations

This column represents the Registrant's financial position and results of operations after the adjustments to reflect the Disposition.

Pro Forma Adjustments

This column gives effect to the cash proceeds received from the Disposition, the payment of transaction costs and taxes, and the Registrant's intention to redeem all of the outstanding 6.25% Notes due March 2019 (the Notes) using the majority of proceeds from the Disposition.

The pro forma adjustments are based on available information and assumptions that management believes reasonably reflects the impact of the Disposition, are factually supportable, and for purposes of the pro forma consolidated statements of income, are expected to have a continuing impact on the Registrant. The pro forma adjustments do not reflect future events that may occur after the Disposition, including the realization of any cost savings. Additional information about the pro forma adjustments can be found in the Notes to Unaudited Pro Forma Consolidated Financial Information.

Pitney Bowes Inc. Consolidated Balance Sheet As of March 31, 2018 (Unaudited; in thousands, except share and per share amounts)

		Historical		scontinued perations		Continuing Operations		Pro Forma djustments	1	Pro Forma
ASSETS		mstorical		Perutions	_	operations	A	ajasanents	_	TO POILID
Current assets:										
Cash and cash equivalents	\$	719,875	\$	_	\$	719,875	\$	(41,564) (a)	\$	678,311
Short-term investments		55,603		_		55,603		_		55,603
Accounts receivable, net		488,028		93,274		394,754		_		394,754
Short-term finance receivables, net		792,802				792,802		_		792,802
Inventories		96,224		50,742		45,482		_		45,482
Current income taxes		42,274		_		42,274		—		42,274
Other current assets and prepayments		94,227		5,560		88,667		_		88,667
Total current assets		2,289,033		149,576		2,139,457		(41,564)		2,097,893
Property, plant and equipment, net		386,977		3,237		383,740		_		383,740
Rental property and equipment, net		182,727		1,502		181,225				181,225
Long-term finance receivables, net		640,987		_		640,987		—		640,987
Goodwill		1,965,984		179,463		1,786,521		—		1,786,521
Intangible assets, net		261,318		_		261,318		—		261,318
Noncurrent income taxes		61,367		—		61,367		—		61,367
Other assets		531,225		484		530,741		—		530,741
Total assets	\$	6,319,618	\$	334,262	\$	5,985,356	\$	(41,564)	\$	5,943,792
LIABILITIES AND STOCKHOLDERS' EQUIT	ГҮ									
Current liabilities:										
Accounts payable and accrued liabilities	\$	1,375,166	\$	31,863	\$	1,343,303	\$	(781) (b)	\$	1,342,522
Current income taxes		9,457		_		9,457		—		9,457
Current portion of long-term obligations		327,429		_		327,429		(299,736) (c)		27,693
Advance billings		292,174		49,600		242,574		—		242,574
Total current liabilities		2,004,226		81,463		1,922,763		(300,517)		1,622,246
Deferred taxes on income		239,472		—		239,472		—		239,472
Tax uncertainties and other income tax liabilities		112,520		_		112,520		—		112,520
Long-term debt		3,248,713		—		3,248,713		—		3,248,713
Other noncurrent liabilities		499,794		5,564		494,230		_		494,230
Total liabilities		6,104,725		87,027		6,017,698		(300,517)		5,717,181
Stockholders' equity:										
Cumulative preferred stock, \$50 par value, 4% convertible		1		_		1		_		1
Cumulative preference stock, no par value, \$2.12 convertible		422		_		422		_		422
Common stock, \$1 par value (480,000,000 shares authorized; 323,337,912 shares issued)		323,338		_		323,338		_		323,338
Additional paid-in capital		119,647		_		119,647		_		119,647
Retained earnings		5,235,874		247,235		4,988,639		258,953 (d)		5,247,592
Accumulated other comprehensive loss		(771,995)		—		(771,995)		_		(771,995
Treasury stock, at cost (136,194,172 shares)		(4,692,394)		_		(4,692,394)		_		(4,692,394
Total Pitney Bowes Inc. stockholders' equity		214,893		247,235		(32,342)		258,953		226,611
	¢	C 210 C10	¢	224.202	¢	E 00E 2EC	¢	(41 50 4)	¢	F 0 42 702

\$ 6,319,618

\$

334,262 \$

5,985,356 \$

(41,564)

\$ 5,943,792

Total liabilities and stockholders' equity

Pitney Bowes Inc. Consolidated Statement of Income For the Three Months Ended March 31, 2018 (Unaudited; in thousands, except share and per share amounts)

]	Historical	scontinued Operations		Continuing Operations	o Forma justments	_	Pr	ro Forma
Revenue:									
Equipment sales	\$	155,808	\$ 45,437	\$	110,371	\$ —	9	\$	110,371
Supplies		65,374	5,381		59,993				59,993
Software		81,616	5,322		76,294	—			76,294
Rentals		95,280	654		94,626	_			94,626
Financing		80,103	—		80,103	—			80,103
Support services		118,463	45,440		73,023	—			73,023
Business services		386,538	 		386,538	 			386,538
Total revenue		983,182	102,234		880,948	_			880,948
Costs and expenses:									
Cost of equipment sales		78,751	32,697		46,054	_			46,054
Cost of supplies		21,147	4,200		16,947	_			16,947
Cost of software		25,353	1,298		24,055	_			24,055
Cost of rentals		24,596	542		24,054	_			24,054
Financing interest expense		12,225	_		12,225				12,225
Cost of support services		75,572	32,445		43,127				43,127
Cost of business services		297,399	_		297,399				297,399
Selling, general and administrative		312,108	16,670		295,438				295,438
Research and development		32,784	2,462		30,322	_			30,322
Restructuring charges and asset impairments, net		1,021	117		904	_			904
Other components of net pension and post retirement costs	5	(1,719)	_		(1,719)	_			(1,719)
Interest expense, net		30,853	_		30,853	(4,756) (e)		26,097
Total costs and expenses		910,090	 90,431	_	819,659	 (4,756)	-		814,903
Income from continuing operations before income taxes		73,092	 11,803		61,289	 4,756	_		66,045
Provision for income taxes		19,579	3,316		16,263	1,071 (f)		17,334
Net income from continuing operations	\$	53,513	\$ 8,487	\$	45,026	\$ 3,685		\$	48,711
Earnings per share attributable to common stockholders ⁽¹⁾ :									
Basic	\$	0.29	\$ 0.05	\$	0.24	\$ 0.02	2	\$	0.26
Diluted	\$	0.28	\$ 0.05	\$	0.24	\$ 0.02	2	\$	0.26
Weighted average number of shares outstanding:									
Basic		186,863	186,863		186,863				186,863
Diluted		188,175	188,175		188,175				188,175

 $^{\left(1\right) }$ The sum of earnings per share amounts may not equal totals due to rounding.

Pitney Bowes Inc. Consolidated Statement of Income For the Year Ended December 31, 2017 (In thousands, except share and per share amounts)

		Historical	scontinued Operations		ontinuing Operations	Pro Forma djustments	1	Pro Forma
Revenue:								
Equipment sales	\$	679,803	\$ 203,112	\$	476,691	\$ —	\$	476,691
Supplies		252,824	21,412		231,412	—		231,412
Software		352,595	20,752		331,843	—		331,843
Rentals		386,348	2,225		384,123	—		384,123
Financing		331,416	431		330,985	—		330,985
Support services		478,536	178,744		299,792	—		299,792
Business services		1,068,426	 _		1,068,426	 		1,068,426
Total revenue		3,549,948	 426,676		3,123,272	_		3,123,272
Costs and expenses:						 		
Cost of equipment sales		340,745	139,629		201,116	_		201,116
Cost of supplies		82,992	16,690		66,302	—		66,302
Cost of software		101,969	6,936		95,033	_		95,033
Cost of rentals		84,270	1,567		82,703	—		82,703
Financing interest expense		50,665	_		50,665	_		50,665
Cost of support services		288,976	125,087		163,889	_		163,889
Cost of business services		773,052	_		773,052	_		773,052
Selling, general and administrative		1,237,739	61,421		1,176,318	_		1,176,318
Research and development		129,767	11,064		118,703	_		118,703
Restructuring charges and asset impairments, net		59,431	3,208		56,223	_		56,223
Interest expense, net		113,497	_		113,497	(19,026) (e))	94,471
Other expense, net		3,856	_		3,856	_		3,856
Total costs and expenses		3,266,959	 365,602	_	2,901,357	 (19,026)		2,882,331
Income from continuing operations before income taxes	_	282,989	 61,074		221,915	 19,026		240,941
Provision for income taxes		21,649	21,096		553	7,344 (f)		7,897
Net income from continuing operations	\$	261,340	\$ 39,978	\$	221,362	\$ 11,682	\$	233,044
Earnings per share attributable to common stockholders ⁽¹⁾ :								
Basic	\$	1.40	\$ 0.21	\$	1.19	\$ 0.06	\$	1.25
Diluted	\$	1.39	\$ 0.21	\$	1.18	\$ 0.06	\$	1.24
Weighted average number of shares outstanding:								
Basic		186,332	186,332		186,332			186,332
Diluted		187,435	187,435		187,435			187,435

⁽¹⁾ The sum of earnings per share amounts may not equal totals due to rounding.

Notes to Unaudited Pro Forma Consolidated Financial Information

(a) The pro forma impact on cash and cash equivalents is as follows:

Net cash proceeds from the Disposition	\$ 339.4
Assumed redemption of the Notes	(310.9)
Estimated tax payment	(59.1)
Estimated transaction and closing costs	(11.0)
Net impact on cash and cash equivalents	\$ (41.6)

- (b) Represents the elimination of accrued interest at March 31, 2018 on the Notes.
- (c) Represents the elimination of the carrying value of the Notes at March 31, 2018. The carrying value at March 31, 2018 is comprised of the face amount of \$300 million less \$0.3 million of unamortized discount.
- (d) Represents the elimination of the historical assets and liabilities of DMT from the Registrant's consolidated balance sheet at March 31, 2018 and the impact of the pro forma adjustments discussed in (a), (b), (e) and (f).
- (e) Represents the reduction in interest expense due to the Registrant's announced intention to redeem the Notes.
- (f) Represents the blended federal and state statutory rate of 22.5% for the three months ended March 31, 2018 and 38.6% for the year ended December 31, 2017.

Other

In connection with the Disposition, the Registrant and the Purchaser entered into a Transition Services Agreement (TSA) whereby the Registrant will perform certain support functions for a period of three to nine months. Income and expenses related to the TSA have not been included as a pro forma adjustment as the TSA is short-term in nature and will not have a continuing impact on the future results of the Registrant.

Pitney Bowes Inc. Consolidated Statement of Income For the Year Ended December 31, 2016 (In thousands, except share and per share amounts)

]	Historical		iscontinued Operations		ontinuing perations
Revenue:						
Equipment sales	\$	675,451	\$	195,420	\$	480,031
Supplies		262,682		20,732		241,950
Software		348,661		23,084		325,577
Rentals		412,738		2,497		410,241
Financing		366,547		123		366,424
Support services		512,820		183,396		329,424
Business services		827,676		_		827,676
Total revenue		3,406,575		425,252	2	,981,323
Costs and expenses:						
Cost of equipment sales		331,942		128,722		203,220
Cost of supplies		81,420		15,911		65,509
Cost of software		105,841		9,690		96,151
Cost of rentals		76,040		1,583		74,457
Financing interest expense		55,241		_		55,241
Cost of support services		295,685		129,438		166,247
Cost of business services		568,509		_		568,509
Selling, general and administrative		1,200,327		54,951	1	,145,376
Research and development		121,306		13,928		107,378
Restructuring charges and asset impairments, net		63,296		3,001		60,295
Goodwill impairment		171,092		22,911		148,181
Interest expense, net		88,970		_		88,970
Other expense, net		536		536		_
Total costs and expenses		3,160,205		380,671	2	,779,534
Income from continuing operations before income taxes		246,370		44,581	_	201,789
Provision for income taxes		131,819		24,844		106,975
Net income from continuing operations		114,551		19,737		94,814
Less: Preferred stock dividends of subsidiaries attributable to noncontrolling interests		19,045		—		19,045
Net income from continuing operations - Pitney Bowes Inc.	\$	95,506	\$	19,737	\$	75,769
Earnings per share attributable to common stockholders ⁽¹⁾ :						
Basic	\$	0.51	\$	0.11	\$	0.40
Diluted	э \$	0.51	ծ \$	0.11	ծ \$	0.40
Weighted average number of shares outstanding:	φ	0.31	Φ	0.10	φ	0.40
Basic		187,945		187,945		187,945
Diluted		187,945		187,945		187,945
Ditucu		100,975		100,975		100,975

 $^{\left(1\right) }$ The sum of earnings per share amounts may not equal totals due to rounding.

Pitney Bowes Inc. Consolidated Statement of Income For the Year Ended December 31, 2015 (In thousands, except share and per share amounts)

		Historical		iscontinued Operations		ontinuing perations
Revenue:	¢	605 150	¢	197.045	¢	E00 114
Equipment sales	\$	695,159 288,103	\$	187,045 25,002		508,114 263,101
Supplies Software		386,506		25,002		360,727
Rentals		441,663		3,474		438,189
Financing		410,035				410,035
Support services		554,764		201,526		353,238
Business services		801,830				801,830
Total revenue		3,578,060	_	442,826		,135,234
Costs and expenses:		5,57 6,666				,100,201
Cost of equipment sales		331,069		123,223		207,846
Cost of supplies		88,802		18,147		70,655
Cost of software		113,580		10,440		103,140
Cost of rentals		84,188		1,701		82,487
Financing interest expense		71,791		_		71,791
Cost of support services		322,960		144,314		178,646
Cost of business services		546,201		_		546,201
Selling, general and administrative		1,279,961		64,051	1	,215,910
Research and development		110,156		17,761		92,395
Restructuring charges and asset impairments, net		25,782		(130)		25,912
Interest expense, net		87,583		_		87,583
Other income, net		(94,838)		_		(94,838
Total costs and expenses		2,967,235	_	379,507	2	,587,728
Income from continuing operations before income taxes		610,825	_	63,319	_	547,506
Provision for income taxes		189,778		24,270		165,508
Net income from continuing operations		421,047		39,049		381,998
Less: Preferred stock dividends of subsidiaries attributable to noncontrolling interests		18,375		_		18,375
Net income from continuing operations - Pitney Bowes Inc.	\$	402,672	\$	39,049	\$	363,623
Earnings per share attributable to common stockholders ⁽¹⁾ :						
Basic	\$	2.01	\$	0.20	\$	1.82
Diluted	\$	2.00	\$	0.19	\$	1.81
Weighted average number of shares outstanding:						
Basic		199,835		199,835		199,835

⁽¹⁾ The sum of earnings per share amounts may not equal totals due to rounding.



Pitney Bowes Completes Sale of Document Messaging Technologies Business to Platinum Equity

STAMFORD, Conn. July 2, 2018 --- Pitney Bowes Inc. (NYSE:PBI) today announced that the previously disclosed sale of its Document Messaging Technologies (DMT) production mail and supporting software business to Platinum Equity has been completed, with the exception of certain non-U.S. jurisdictions that are each expected to close sometime in the third or early fourth quarter, subject to individual country regulatory requirements.

The company expects to use the majority of the net proceeds from the sale to pay down debt.

Pitney Bowes is a global technology company that provides commerce solutions in the areas of ecommerce, shipping, mailing, and data. The company first announced the sale of DMT to Platinum Equity in April.

DMT is a global leader in enterprise print, mail and customer communications solutions. The sale includes DMT's enterprise mail, print and data management software business that integrates data with print streams to optimize document output for high-volume production mailers.

Grant Miller, President and CEO, Document Messaging Technologies, said: "This is a landmark evolution of our business, which will benefit our clients and our employees as we become a standalone company with the flexibility and resources to take our business to the next level. Over the past several years, we have extended our leadership position in the enterprise print and mail market by delivering unmatched service and value to our clients around the world. We will continue to outpace the market by delivering new and innovative printing, inserting and sorting solutions that are underpinned by software, data and world-class service."

Platinum Equity is a leading global private equity firm with a highly specialized focus on business operations and more than 20 years' experience acquiring and operating businesses that have been part of large corporate entities.

"DMT is an outstanding business with industry leading solutions, a loyal and growing client base, and an experienced leadership team at the helm," said Platinum Equity Principal Adam Cooper. "We are excited by the opportunities we see for this business and look forward to investing in DMT's growth, both organically and through strategic acquisitions."

Goldman Sachs & Co. LLC served as financial advisor to Pitney Bowes and Debevoise & Plimpton LLP was the Company's legal advisor. Morgan, Lewis & Bockius LLP served as legal advisor to Platinum.

Recast Financial Statements

The operations of DMT production mail and supporting software business will be reclassified to discontinued operations in the Company's second quarter 2018 reported results on Form 10-Q. Amounts for the prior periods will be reclassified to conform to this presentation.

Certain reclassified historical financial information reflecting the operations of the DMT production mail and supporting software business as a discontinued operations, can be found at the company's website at www.pb.com/investorrelations under Financial Reporting.

About Platinum Equity

Founded in 1995 by Tom Gores, Platinum Equity is a global investment firm with \$13 billion of assets under management and a portfolio of more than 30 operating companies that serve customers around the world. The firm is currently investing from Platinum Equity Capital Partners IV, a \$6.5 billion global buyout fund. Platinum Equity specializes in mergers, acquisitions and operations – a trademarked strategy it calls M&A&O® – acquiring and operating companies in a broad range of business markets, including manufacturing, distribution, transportation and logistics, equipment rental, metals services, media and entertainment, technology, telecommunications and other industries. Over the past 22 years Platinum Equity has completed more than 200 acquisitions.

About Pitney Bowes

Pitney Bowes (NYSE:PBI) is a global technology company providing commerce solutions that power billions of transactions. Clients around the world, including 90 percent of the Fortune 500, rely on the accuracy and precision delivered by Pitney Bowes solutions, analytics, and APIs in the areas of office mailing and shipping; mailing and parcel sortation; retail fulfillment, shipping and returns; global ecommerce; location data; and software. For nearly 100 years Pitney Bowes has been innovating and delivering technologies that remove the complexity of getting commerce transactions precisely right. For additional information visit Pitney Bowes, the Craftsmen of Commerce, at https://www.pitneybowes.com/us.

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Contacts

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