

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) March 31, 2017

Park-Ohio Holdings Corp.

(Exact name of registrant as specified in its charter)

Ohio

(State or other jurisdiction
of incorporation)

000-03134

(Commission
File Number)

34-1867219

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

6065 Parkland Blvd., Cleveland, Ohio

(Address of principal executive offices)

44124

(Zip Code)

Registrant's telephone number, including area code

(440) 947-2000

Not applicable

(Former name or former address, if changed since last report.)

Park-Ohio Industries, Inc.

(Exact name of registrant as specified in its charter)

Ohio

(State or other jurisdiction
of incorporation)

333-43005-1

(Commission
File Number)

34-6520107

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

6065 Parkland Blvd., Cleveland, Ohio

(Address of principal executive offices)

44124

(Zip Code)

Registrant's telephone number, including area code

(440) 947-2000

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.):

☐ 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))

Item 8.01 **Other Events.**

On March 31, 2017, Park-Ohio Industries, Inc. (the "Company"), an Ohio corporation and a wholly owned subsidiary of Park-Ohio Holdings Corp., announced that it intends to offer to sell \$350.0 million aggregate principal amount of senior notes in an offering exempt from the registration requirements of the Securities Act of 1933 (the "Securities Act"). Pursuant to Rule 135c of the Securities Act, the Company is filing herewith the press release issued March 31, 2017 as Exhibit 99.1 hereto.

The senior notes to be offered will not be and have not been registered under the Securities Act, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits

<u>Number</u>	<u>Exhibit</u>
99.1	Press Release Issued March 31, 2017

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.

Dated: March 31, 2017

Park-Ohio Holdings Corp.

(Registrant)

/s/ Robert D. Vilsack

Robert D. Vilsack

Secretary

Park-Ohio Industries, Inc.

(Registrant)

Dated: March 31, 2017

/s/ Robert D. Vilsack

Robert D. Vilsack

Secretary

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release Issued March 31, 2017

Park-Ohio Announces \$350 Million Debt Offering

Cleveland, Ohio, March 31, 2017. Park-Ohio Industries, Inc. (the "Company"), a subsidiary of Park-Ohio Holdings Corp. (NASDAQ: PKOH), today announced that it intends to offer \$350.0 million aggregate principal amount of senior notes due 2027 (the "Notes"), subject to market and customary conditions, in an offering exempt from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"). The Notes will be general unsecured obligations of the Company and will be guaranteed, with certain exceptions, by the Company's existing and future domestic subsidiaries. In connection with the offering of the Notes, the Company intends to enter into a new revolving credit facility by amending and restating the agreement governing its existing credit facility.

The Company intends to use a portion of the net proceeds from the offering of the Notes to purchase any and all of its outstanding \$250.0 million aggregate principal amount of 8.125% senior notes due 2021 in a cash tender offer that it commenced on March 31, 2017. The Company intends to use the remaining net proceeds to repay a portion of the amounts outstanding under its credit facility.

This is not an offer to sell or the solicitation of an offer to buy any securities. The Notes and related guarantees are being offered only to qualified institutional buyers in reliance on the exemption from registration set forth in Rule 144A under the Securities Act, and outside the United States to non-U.S. persons in reliance on the exemption from registration set forth in Regulation S under the Securities Act. The Notes and the related guarantees have not been registered under the Securities Act, or the securities laws of any state or other jurisdiction, and may not be offered or sold in the United States without registration or an applicable exemption from the Securities Act and applicable state securities or blue sky laws and foreign securities laws.

Park-Ohio is a diversified international company providing world-class customers with a supply chain management outsourcing service, capital equipment used on their production lines, and manufactured components used to assemble their products. Headquartered in Cleveland, Ohio, Park-Ohio operates 63 manufacturing sites and 65 supply chain logistics facilities, through three reportable segments: Supply Technologies, Assembly Components and Engineered Products.