

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): December 7, 2017
PLEXUS CORP.

(Exact name of registrant as specified in its charter)

<u>Wisconsin</u>	<u>001-14423</u>	<u>39-1344447</u>
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
<u>One Plexus Way, Neenah, Wisconsin</u>	<u>54957</u>	
(Address of principal executive offices)	(Zip Code)	

Registrant's telephone number, including area code:

(920) 969-6000

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 (§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 1.01 Entry into a Material Definitive Agreement.

On December 7, 2017, Plexus Corp. (the “Company”) and American Stock Transfer & Trust Company, LLC (the “Rights Agent”) entered into an amendment (the “Amendment”) to the Rights Agreement, dated as of August 28, 2008 (the “Rights Agreement”), by and between the Company and the Rights Agent.

The Amendment added a new clause to Section 7(a) of the Rights Agreement that provides for, in addition to the Rights Agreement’s existing expiration events, the expiration of the related preferred share purchase rights (the “Rights”) at 12:01 a.m. Eastern Standard Time on the date on which the Company files its definitive proxy statement for its 2018 annual meeting of shareholders (the “Proxy Statement”) with the Securities and Exchange Commission (the “SEC”), and modified Exhibits B and C thereto accordingly.

The Company plans to file its Proxy Statement with the SEC on December 12, 2017. Therefore, the Rights issued pursuant to the Rights Agreement will expire and will no longer be outstanding, and the Rights Agreement will terminate, as of that time without any further action by the Company.

The foregoing summary of the Amendment does not purport to be complete and is qualified in its entirety by the full text of the Amendment, which is filed as Exhibit 4.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 1.02 Termination of a Material Definitive Agreement.

The information contained in Item 1.01 is incorporated by reference herein.

Item 3.03 Material Modifications to the Rights of Security Holders.

The information contained in Item 1.01 is incorporated by reference herein. Further, as of the expiration of the Rights , such Rights will no longer trade with the Company’s common stock.

Item 9.01 Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	<u>Amendment, dated as of December 7, 2017, to the Rights Agreement, dated as of August 28, 2008, by and between Plexus Corp. and American Stock Transfer and Trust Company, LLC.</u>

* * * * *

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.

Date: December 12, 2017 PLEXUS CORP.

(Registrant)

By: /s/ Angelo M. Ninivaggi
Angelo M. Ninivaggi
Senior Vice President, Chief Administrative Officer, General Counsel and
Secretary

AMENDMENT TO RIGHTS AGREEMENT

This Amendment (this "Amendment") to that certain Rights Agreement by and between Plexus Corp., a Wisconsin corporation (the "Company"), and American Stock Transfer & Trust Company, LLC, a New York limited liability trust company ("AST" or the "Rights Agent"), dated as of August 28, 2008 (the "Rights Agreement"), is entered into by and between the Company and AST, dated and effective as of December 7, 2017 (the "Effective Time").

WITNESSETH

WHEREAS, pursuant to Section 27 of the Rights Agreement, under the circumstances set forth therein and prior to such time as any Person becomes an Acquiring Person, (i) the Company may generally supplement or amend any provision of the Rights Agreement without the approval of any holders of certificates representing Common Shares of the Company, and (ii) upon the delivery of a certificate from an appropriate officer of the Company which states that the proposed supplement or amendment is in compliance with the terms of Section 27 of the Rights Agreement, the Rights Agent shall execute such supplement or amendment;

WHEREAS, no Person has become an Acquiring Person under the Rights Agreement; and

WHEREAS, the Company desires to amend the Rights Agreement as set forth herein and to direct AST as Rights Agent to execute this Amendment.

NOW, THEREFORE, in consideration of the promises and the mutual agreements herein set forth, the Company and AST hereby agree as follows:

Section 1. Direction to the Rights Agent. The Company hereby directs AST, in its capacity as Rights Agent and in accordance with the terms of Section 27 of the Rights Agreement, to execute this Amendment.

Section 2. Certification of Appropriate Officer. The undersigned officer of the Company, being duly authorized on behalf of the Company, hereby certifies on behalf of the Company to AST that (a) he is an "appropriate officer" as such term is used in Section 27 of the Rights Agreement, and (b) this Amendment is in compliance with Section 27 of the Rights Agreement.

Section 3. Amendment of the Rights Agreement. As of the Effective Time, the Rights Agreement is hereby amended as follows:

(a) Section 7(a) of the Rights Agreement is hereby amended and restated in its entirety as follows:

"The registered holder of any Right Certificate may exercise the Rights evidenced thereby (except as otherwise provided herein) in whole or in part at any time after the Distribution Date upon surrender of the

Right Certificate, with the form of election to purchase on the reverse side thereof duly executed, to the Rights Agent at the principal office of the Rights Agent, together with payment of the Purchase Price for each one one-hundredth of a Preferred Share as to which the Rights are exercised, at or prior to the earliest of (i) the close of business on August 28, 2018, subject to extension (the “Final Expiration Date”), (ii) 12:01 a.m. Eastern Standard Time on the date on which the Company files with the Securities and Exchange Commission the Company’s definitive proxy statement for its 2018 annual meeting of shareholders (the “2018 Annual Meeting Proxy Statement Filing Date”), (iii) the time at which the Rights are redeemed as provided in Section 23 hereof (the “Redemption Date”), and (iv) the time at which such Rights are exchanged as provided in Section 24 hereof.”

(b) Exhibit B to the Rights Agreement, which is the Form of Rights Certificate, is hereby amended by (i) first, deleting the bold reference in the header therein to “August 28, 2018 (subject to extension)” and substituting therefor “August 28, 2018 (subject to extension), or, if earlier, the 2018 Annual Meeting Proxy Statement Filing Date”; and (ii) second, deleting the reference in the first paragraph therein to “August 28, 2018, subject to extension” and substituting therefor “August 28, 2018, subject to extension, or, if earlier, the 2018 Annual Meeting Proxy Statement Filing Date”.

(c) Exhibit C to the Rights Agreement, which is the Summary of Rights to Purchase Preferred Shares, is hereby amended by deleting the reference therein to “August 28, 2018 (the “Final Expiration Date”) (subject to extension)” and substituting therefor “August 28, 2018 (the “Final Expiration Date”) (subject to extension), or, if earlier, the 2018 Annual Meeting Proxy Statement Filing Date”.

Section 4. Continued Effectiveness. Except as expressly set forth herein, the Rights Agreement shall be unaffected by this Amendment and shall remain in full force and effect.

Section 5. Execution in Counterparts. This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute one and the same instrument.

Section 6. Defined Terms. Except as otherwise expressly provided herein, or unless the context otherwise requires, all terms used but not defined herein shall have the meanings assigned to them in the Rights Agreement.

Section 7. Governing Law. This Amendment shall be deemed to be a contract made under the laws of the State of Wisconsin and for all purposes shall be governed by and construed

in accordance with the laws of such State applicable to contracts to be made and performed entirely within such State and shall be subject to the exclusive jurisdiction of the courts of, and United States Federal Courts sitting in, such State.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the day and year above written.

PLEXUS CORP.

By: /s/ Angelo Ninivaggi

President, Chief

Officer and General Counsel

Name: Angelo Ninivaggi

Title: Senior Vice

Administrative

AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC

By: /s/ Jennifer Donovan

President

Name: Jennifer Donovan

Title: Senior Vice

[Signature Page to Amendment to Rights Agreement]