## 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): November 13, 2024



# THOUGHTWORKS HOLDING, INC.

(E	Exact name of registrant as specified in its cha	rter)
Delaware	001-40812	82-2668392
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(IRS Employer Identification No.)
(Address, including zip code, and	200 East Randolph Street, 25th Floor Chicago, Illinois 60601 City, State Zip Code (312) 373-1000 telephone number, including area code, of res	gistrant's principal executive offices)
		the filing obligation of the registrant under any of the
☐ Written communications pursuant to Rule 425 un	der 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 C	FR 240.14d-2(b))
☐ Pre-commencement communications pursuant to	Rule 13e-4(c) under the Exchange Act (17 Cl	FR 240.13e-4(c))
Securities registered pursuant to Section 12(b) of the Act:		
Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.001 par value	TWKS	Nasdaq Global Select Market
Indicate by check mark whether the registrant is an chapter) or Rule 12b-2 of the Securities Exchange Act		ale 405 of the Securities Act of 1933 (§230.405 of this
Emerging growth company $\square$		
If an emerging growth company, indicate by check m or revised financial accounting standards provided put		extended transition period for complying with any new

#### Introduction

On November 13, 2024, Thoughtworks Holding, Inc., a Delaware corporation (the "Company"), completed its previously announced merger with Tasmania Merger Sub, Inc., a Delaware corporation ("Merger Sub"), a wholly owned subsidiary of Tasmania Midco, LLC, a Delaware limited liability company ("Parent"), pursuant to the terms of that certain Agreement and Plan of Merger (the "Merger Agreement"), dated as of August 5, 2024, by and among the Company, Parent, and Merger Sub. Pursuant to the Merger Agreement, Merger Sub merged (the "Merger") with and into the Company, with the Company surviving the Merger as a wholly owned subsidiary of Parent (the Company, as the surviving corporation of the Merger, is sometimes referred to herein as the "Surviving Corporation").

The description of the Merger Agreement and related transactions contemplated by the Merger Agreement (including, without limitation, the Merger) in this Current Report on Form 8-K (this "<u>Current Report</u>") does not purport to be complete and is subject to and qualified in its entirety by reference to the full text of the Merger Agreement, a copy of which is filed as Exhibit 2.1 to the Company's Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission (the "<u>SEC</u>") on August 5, 2024 and incorporated herein by reference.

## Item 2.01 Completion of Acquisition or Disposition of Assets.

The information set forth in the Introduction and in Item 3.03, Item 5.02 and Item 5.03 of this Current Report is incorporated by reference into this Item 2.01.

Upon the consummation of the Merger on November 13, 2024, pursuant to the terms and subject to the conditions of the Merger Agreement, each share of Company Common Stock issued and outstanding as of immediately prior to the effective time of the Merger (the "Effective Time") (other than such shares (a) owned directly or indirectly by Parent or Merger Sub or (b) held by all holders of Company Common Stock (the "Company Stockholders") who have neither voted in favor of the Merger nor consented thereto in writing and who have properly and validly exercised (and not withdrawn) their statutory right of appraisal in respect of such shares in accordance with the General Corporation Law of the State of Delaware ("Delaware Law")) was cancelled and extinguished and automatically converted into the right to receive cash in an amount equal to \$4.40, without interest thereon (the "Per Share Price"), less any applicable tax withholdings.

#### Treatment of Equity Awards

Pursuant to the Merger Agreement, except as otherwise explicitly agreed in writing by the parties to the Merger Agreement or between Parent and the holder of the applicable Company equity award, at the Effective Time, the Company's outstanding equity awards were treated as follows:

- Each option to purchase shares of Company Common Stock (a "Company Option") that was vested, outstanding and unexercised immediately prior to the Effective Time (a "Vested Company Option") was cancelled, with the holder of such Company Option becoming entitled to receive an amount in cash, less any applicable tax withholdings, equal to the product obtained by multiplying (a) the excess of the Per Share Price over the per share exercise price of such Vested Company Option, by (b) the number of shares of Company Common Stock covered by such Vested Company Option immediately prior to the Effective Time.
- Each outstanding Company Option that was not a Vested Company Option (an "<u>Unvested Company Option</u>") was cancelled and converted into the contingent right to receive an aggregate amount in cash, without interest and less any applicable tax withholdings, equal to the product obtained by multiplying (a) the excess, if any, of the Per Share Price over the per share exercise price of such Unvested Company Option, by (b) the number of shares of Company Common Stock covered by such Unvested Company Option immediately prior to the Effective Time, which cash amount will generally remain subject to the same vesting schedule applicable to the related Unvested Company Option, including any acceleration of vesting provisions.
- Each outstanding Company Option with a per share exercise price equal to or greater than the Per Share Price, whether vested or not, was cancelled for no consideration as of the Effective Time.

- Each award of Company restricted stock units (a "Company RSU Award") that was vested and outstanding immediately prior to the Effective Time but not yet settled, and each outstanding and unvested Company RSU Award that was scheduled to vest on or before November 18, 2024 (the "November 2024 RSUs"), was cancelled, with the holder of such Company RSU Award becoming entitled to receive an amount in cash, less any applicable tax withholdings, equal to the product obtained by multiplying (a) the Per Share Price by (b) the number of shares of Company Common Stock covered by such Company RSU Award.
- Each Company RSU Award and each award of Company performance stock units (a "Company PSU Award"), in each case, that was outstanding immediately prior to the Effective Time and that did not vest upon the occurrence of the Effective Time by its terms or as set forth above, was assumed by Parent and converted into the contingent right to receive an amount in cash, without interest and less any applicable tax withholdings (a "Converted Stock Unit Cash Award"), equal to the product obtained by multiplying (a) the Per Share Price, by (b) the number of shares of Company Common Stock covered by such Company equity award immediately prior to the Effective Time (with the number of shares of Company Common Stock subject to any Company PSU Award determined assuming achievement of target-level performance). After giving effect to the accelerated vesting of November 2024 RSUs described above, the vesting conditions applicable to the Converted Stock Unit Cash Awards converted from Company RSU Awards were modified so that 50% of such Converted Stock Unit Cash Awards (on an individual-by-individual basis) will vest on each of the first and second anniversaries of the date of the closing of the Merger. The Converted Stock Unit Cash Award will otherwise continue to vest on the same schedule and conditions as applied to the applicable Company equity award and will otherwise remain subject to the same terms and conditions as applied to the corresponding Company equity award, as applicable, immediately prior to the Effective Time, including any acceleration of vesting provisions and any performance-based vesting conditions (as may be adjusted or modified by Parent in connection with the transactions), and including payment above target for performance above the target performance-level consistent with the terms of the applicable Company equity award (provided, that, each Converted Stock Unit Cash Award that was a Company PSU Award subject to relative TSR vesting conditions will instead be treated as set forth in the disclosure letter delivered by the Company to Parent and Merger Sub concurrently with the execution and delivery of the Merger Agreement).

The foregoing description of the Merger Agreement and the transactions contemplated thereby does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Merger Agreement, a copy of which was filed as Exhibit 2.1 to the Company's Current Report on Form 8-K filed with the SEC on August 5, 2024.

A copy of the press release issued by the Company on the date of the closing of the Merger announcing the completion of the Merger is filed as Exhibit 99.1 to this Current Report and is incorporated by reference into this Item 2.01.

#### Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

The information set forth in the Introduction and under Item 2.01 and Item 3.03 of this Current Report is incorporated by reference into this Item 3.01.

In connection with the completion of the Merger, the Company notified the Nasdaq Global Select Market ("Nasdaq") that the Merger had been completed and requested that Nasdaq suspend trading of the Company Common Stock on Nasdaq prior to the opening of trading on November 13, 2024. In addition, the Company requested that Nasdaq file with the SEC a Notification of Removal from Listing and/or Registration under Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") on Form 25 to delist and deregister the Company Common Stock from Nasdaq. After the effectiveness of the Form 25, the Company intends to file with the SEC a Form 15 under the Exchange Act requesting the deregistration of the Company Common Stock under Section 12(g) of the Exchange Act and suspension of the Company's reporting obligations under Sections 13 and 15(d) of the Exchange Act.

## Item 3.03 Material Modifications to Rights of Security Holders.

The information set forth in the Introduction and under Item 2.01, Item 3.01, Item 5.03 of this Current Report is incorporated by reference into this Item 3.03.

Pursuant to the Merger Agreement and in connection with the completion of the Merger, each share of Company Common Stock (other than such shares (a) owned directly or indirectly by Parent or Merger Sub or (b) held by Company Stockholders who have neither voted in favor of the Merger nor consented thereto in writing and who have properly and validly exercised (and not withdrawn) their statutory right of appraisal in respect of such shares in accordance with Delaware Law) was cancelled and extinguished and automatically converted into the right to receive the Per Share Price.

# Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The information set forth in the Introduction and under Item 2.01 of this Current Report is incorporated by reference into this Item 5.02.

Effective upon the completion of the Merger, the directors of Merger Sub immediately prior to the completion of the Merger continued as the directors of the Surviving Corporation.

Effective upon the completion of the Merger, the officers of the Company immediately prior to the completion of the Merger continued as the officers of the Surviving Corporation.

### Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Pursuant to the terms of the Merger Agreement, at the Effective Time and by virtue of the Merger, the certificate of incorporation of the Company, as in effect immediately prior to the Effective Time, was amended and restated in its entirety (the "Fifth Amended and Restated Certificate of Incorporation").

A copy of the Fifth Amended and Restated Certificate of Incorporation is filed as Exhibit 3.1 to this Current Report and is incorporated herein by reference.

### Item 7.01 Regulation FD Disclosure.

On November 13, 2024, the Company issued a press release announcing the completion of the Merger. A copy of the press release is filed as Exhibit 99.1 and is incorporated herein by reference.

#### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
2.1*	Agreement and Plan of Merger, dated August 5, 2024, by and among Tasmania Midco, LLC, Tasmania Merger Sub, Inc. and Thoughtworks
	Holding, Inc. (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed with the SEC on August 5,
	<u>2024).</u>
3.1	Fifth Amended and Restated Certificate of Incorporation of Thoughtworks Holding, Inc., dated November 13, 2024.
99.1	Press Release, dated November 13, 2024.
104	Cover page Interactive Data File (embedded within the Inline XBRL document).

\* Schedules or exhibits omitted pursuant to item 601(a)(5) and/or 601(b)(2) of Regulation S-K, as may be applicable. The Company agrees to furnish supplementally a copy of any omitted schedule or exhibit to the SEC upon request, provided, however, that the Company may request confidential treatment pursuant to Rule 24b-2 of the Exchange Act, as amended, for any schedule or exhibit so furnished.

# **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 13, 2024

THOUGHTWORKS HOLDING, INC.

By: /s/ Michael Sutcliff

Michael Sutcliff
Chief Executive Officer

### CERTIFICATE OF INCORPORATION OF THE SURVIVING CORPORATION

### FIFTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

#### THOUGHTWORKS HOLDING, INC.

### **ARTICLE ONE**

The name of the corporation is Thoughtworks Holding, Inc. (hereinafter called the "Corporation").

### ARTICLE TWO

The address of the Corporation's registered office is located at 251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

### **ARTICLE THREE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

# ARTICLE FOUR

The total number of shares which the Corporation shall have the authority to issue is one thousand (1,000), all of which shall be shares of common stock, with a par value of one cent (\$0.01) per share.

### **ARTICLE FIVE**

The board of directors of the Corporation (the "Board of Directors") shall have the power to adopt, amend or repeal by-laws of the Corporation (the "By-laws"), except as may otherwise be provided in the By-laws.

### **ARTICLE SIX**

The Corporation expressly elects not to be governed by Section 203 of the DGCL.

#### ARTICLE SEVEN

The Corporation hereby eliminates, to the fullest extent permitted by law (as contemplated by Section 102(b)(7) of the DGCL) the personal liability of any person who serves as a director or officer of the Corporation to the Corporation and/or its stockholders for monetary damages for breach of fiduciary duty as a director or officer; provided that this Article Seven shall not eliminate or limit the liability of a director or officer: (i) for any breach of the director or officer's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 174 of the DGCL; or (iv) for any transaction from which the director or officer derived an improper personal benefit; provided further, however, that if in the future the DGCL is amended or modified (including, but not limited to, Section 102(b)(7)) to permit the elimination of the personal liability of a director or officer of the Corporation to a greater extent than contemplated above, then the provisions of this Article Seven shall be deemed to be automatically amended to provide for the elimination of the personal liability of the directors or officers of the Corporation to such greater extent. This Article Seven shall not eliminate or limit the liability of a director or officer for any act or omission occurring prior to the date when this Article Seven becomes effective.

### **ARTICLE EIGHT**

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of the DGCL or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of the DGCL, order a meeting of the creditors or class of creditors, and/or the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders, or class of stockholders, of the Corporation, as the case may be, and also on this Corporation.

### **ARTICLE NINE**

Section 1. Certain Acknowledgments. In recognition and anticipation that (i) certain of the directors, partners, principals, officers, members, managers and/or employees of the Sponsor (as defined below) or its Affiliated Companies (as defined below) may serve as directors or officers of the Corporation and (ii) the Sponsor and its Affiliated Companies engage and may continue to engage in the same or similar activities or related lines of business as those in which the Corporation, directly or indirectly, may engage and/or other business activities that overlap with or compete with those in which the Corporation, directly or indirectly, may engage, and (iii) that the Corporation and its Affiliated Companies may engage in material business transactions with the Sponsor and its Affiliated Companies, and that the Corporation is expected to benefit therefrom, the provisions of this Article Nine are set forth to regulate and define the conduct of certain affairs of the Corporation as they may involve the Sponsor and/or its Affiliated Companies and/or their respective directors, partners, principals, officers, members, managers and/or employees, including any of the foregoing who serve as officers or directors of the Corporation (collectively, the "Exempted Persons"), and the powers, rights, duties and liabilities of the Corporation and its officers, directors and stockholders in connection therewith. As used in this Certificate of Incorporation, "Affiliated Companies" shall mean any entity that controls, is controlled, directly or indirectly, by or under common control with the Sponsor (other than the Corporation and any company that is controlled by the Corporation) and any investment entities managed by the Sponsor or any of its Affiliated Companies (as general partner, sole member or otherwise). As used in this Article Nine, "the Sponsor" shall mean Apax Partners LLP.

Section 2. Competition and Corporate Opportunities. To the fullest extent permitted by applicable law, the Sponsor, its Affiliated Companies or any of the Exempted Persons shall not have any fiduciary duty to refrain from engaging directly or indirectly in the same or similar business activities or lines of business as the Corporation or any of its Affiliated Companies, and the Sponsor, its Affiliated Companies or any of the Exempted Persons shall not be liable to the Corporation or its stockholders for breach of any fiduciary or other duty (whether contractual or otherwise) solely by reason of any such activities of the Sponsor, its Affiliated Companies or any of the Exempted Persons. To the fullest extent permitted by applicable law, the Corporation, on behalf of itself and its Affiliated Companies, renounces any interest or expectancy of the Corporation and its Affiliated Companies in, or in being offered an opportunity to participate in, business opportunities that are from time to time presented to the Sponsor, its Affiliated Companies or any of the Exempted Persons, even if the opportunity is one that the Corporation or its Affiliated Companies might reasonably be deemed to have pursued or had the ability or desire to pursue if granted the opportunity to do so, and the Sponsor, its Affiliated Companies and the Exempted Persons shall have no duty to communicate or offer such business opportunity to the Corporation or its Affiliated Companies and, to the fullest extent permitted by applicable law, shall not be liable to the Corporation, any of its Affiliated Companies or its stockholders for breach of any fiduciary or other duty (whether contractual or otherwise), as a director, officer or stockholder of the Corporation solely, by reason of the fact that the Sponsor, its Affiliated Companies or any such Exempted Person pursues or acquires such business opportunity, sells, assigns, transfers or directs such business opportunity to another person or fails to present such business opportunity, or information regarding such business opportunity, to the Corporation or any of its Affiliated Companies. For the avoidance of doubt, the Sponsor, its Affiliated Companies and the Exempted Persons shall, to the fullest extent permitted by law, have the right to, and shall have no duty (whether contractual or otherwise) not to, directly or indirectly: (i) engage in the same, similar or competing business activities or lines of business as the Corporation or its Affiliated Companies, (ii) do business with any client or customer of the Corporation or its Affiliated Companies, or (iii) make investments in competing businesses of the Corporation or its Affiliated Companies, and such acts shall not be deemed wrongful or improper. Notwithstanding anything to the contrary in this Section 2 of Article Nine, the Corporation does not renounce any interest or expectancy it may have in any business opportunity that is expressly offered to any Exempted Person solely in his or capacity as a director or officer of the Corporation.

Section 3. <u>Certain Matters Deemed Not Corporate Opportunities</u>. In addition to and notwithstanding the foregoing provisions of this Article Nine, a corporate opportunity shall not be deemed to be a potential corporate opportunity for the Corporation if it is a business opportunity the Corporation is not financially able or contractually permitted or legally able to undertake, or that is, from its nature, not in the line of the Corporation's business or is of no practical advantage to it or that is one in which the Corporation has no interest or reasonable expectancy.

Section 4. <u>Deemed Notice</u>. Any person or entity purchasing or otherwise acquiring or holding any interest in any shares of the Corporation shall be deemed to have notice of and to have consented to the provisions of this Article Nine.

#### **ARTICLE TEN**

Any action required or permitted to be taken by the Board of Directors of the Corporation may be taken without a meeting if all of the members of the Board of Directors consent in writing or by electronic transmission to the adoption of a resolution authorizing the action. The resolutions, written consents or electronic transmissions of the members of the Board of Directors shall be filed with the minutes of the proceeding of the Board of Directors. Such filing shall be in paper form if the minutes are maintained in electronic form.

#### ARTICLE ELEVEN

Pursuant to Section 141 of the DGCL, the business and affairs of the Corporation shall be managed by or under the direction and supervision of the Board of Directors, however, the day to day management of the Corporation shall be delegated to the officers of the Corporation as set forth in a delegation of authority approved by the Board of Directors.

#### ARTICLE TWELVE

The Corporation reserves the right to amend or repeal any provisions contained in this Certificate of Incorporation from time to time and at any time in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights conferred upon stockholders and directors are granted subject to such reservation.

#### Thoughtworks Completes Transaction to Go Private in \$1.75 Billion Deal with Apax Funds

CHICAGO--(BUSINESS WIRE)--Nov. 13, 2024 -- Thoughtworks (NASDAQ: TWKS), a global technology consultancy that integrates strategy, design and engineering, today announced the completion of its acquisition by affiliates of certain investment funds advised by Apax Partners LLP ("Apax Funds").

The transaction, valued at approximately \$1.75 billion, takes Thoughtworks private. Under the terms of the agreement, Thoughtworks' stockholders will receive \$4.40 per share in cash, a 48% premium over the volume-weighted average price of Thoughtworks stock for the 30 days ending August 2, 2024, the last full trading day prior to the transaction announcement.

With the transaction's completion, Thoughtworks' shares will no longer be publicly traded on NASDAQ and the company will now operate as a privately held entity.

Mike Sutcliff, Thoughtworks' Chief Executive Officer, said: "We are pleased to finalize this partnership with Apax. As a private company, we can now fully focus on our long-term strategy and continue delivering world-class digital solutions to our clients globally, while investing in our people and culture."

Salim Nathoo, Partner at Apax and Non-Executive Director of Thoughtworks, added: "We're excited to support Thoughtworks through its next stage of growth, leveraging its strong reputation for solving complex technology problems for the world's leading enterprises, backing its unique talent and culture to help businesses transform through technology."

The deal's closing marks a new chapter for Thoughtworks, as the company seeks to accelerate innovation and expand its leadership in AI enabled software and data engineering services for enterprises across industries.

#### Advisors

- Goldman Sachs & Co. LLC acted as the exclusive financial advisor to Apax. Kirkland & Ellis LLP and Richards, Layton & Finger, P.A. acted as legal counsel to Apax.
- Lazard acted as financial advisor to the Special Committee. Kramer Levin Naftalis & Frankel LLP and Potter Anderson & Corroon LLP acted as legal counsel to the Special Committee.
- Paul Hastings LLP acted as legal counsel to Thoughtworks.

### **Supporting resources:**

- Keep up with Thoughtworks news by visiting the company's website.
- Follow us on X, LinkedIn and YouTube.

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### **About Thoughtworks**

Thoughtworks is a global technology consultancy that integrates strategy, design and engineering to drive digital innovation. We are over 10,000 Thoughtworkers strong across 48 offices in 19 countries. For 30 years, we've delivered extraordinary impact together with our clients by helping them solve complex business problems with technology as the differentiator.

### **About Apax Partners**

Apax Partners LLP is a leading global private equity advisory firm. For over 50 years, Apax has worked to inspire growth and ideas that transform businesses. The firm has raised and advised funds with aggregate commitments of almost \$80 billion. The Apax Funds invest in companies across three global sectors of Tech, Services, and Internet/Consumer. These funds provide long-term equity financing to build and strengthen world-class companies. For further information about Apax, please visit www.apax.com. Apax is authorized and regulated by the Financial Conduct Authority in the UK.

### Contacts

## For Thoughtworks

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