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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): January 7, 2016**

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**LANTHEUS HOLDINGS, INC.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36569**  
(Commission  
File Number)

**35-2318913**  
(IRS Employer  
Identification No.)

**331 Treble Cove Road, North Billerica, MA 01862**  
(Address of principal executive offices) (Zip code)

**Registrant's telephone number, including area code: (978) 671-8001**

**Not Applicable**  
(Former name or former address, if changed since last report.)

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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))
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**Item 1.01 Entry into a Material Definitive Agreement.**

Effective January 7, 2016, the Canadian subsidiary (“LMIC”) of Lantheus Medical Imaging, Inc. (“LMI”), operating subsidiary of Lantheus Holdings, Inc. (the “Company”), entered into an asset purchase agreement (the “Purchase Agreement”) pursuant to which it would sell substantially all of the assets of its Canadian radiopharmacies and Gludef® manufacturing and distribution business to one of its existing Canadian radiopharmacy customers, Isologic Innovative Radiopharmaceuticals Ltd. (the “Buyer”).

The purchase price for the asset sale contemplated by the Purchase Agreement (the “Transaction”) was U.S. \$9.0 million in cash, which may be subject to certain working capital calculations. The Purchase Agreement contained customary representations, warranties and covenants by each of the parties. Subject to certain limitations, the Buyer will be indemnified for damages resulting from breaches or inaccuracies of LMIC’s representations, warranties and covenants in the Purchase Agreement.

As part of the Transaction, LMI and the Buyer also entered into a customary transition services agreement and a long-term supply contract under which LMIC would supply the Buyer with LMI’s products on commercial terms and under which the Buyer has agreed to certain product purchase commitments.

The Company’s and LMI’s press release announcing the Transactions is attached as Exhibit 99.1 hereto and incorporated by reference herein.

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

The Transaction was completed on January 13, 2016.

The Company’s (i) unaudited, pro forma consolidated balance sheet as of September 30, 2015 and (ii) unaudited, pro forma consolidated statements of operations for the nine months ended September 30, 2015 and for the fiscal year ended December 31, 2014 are included as Exhibit 99.2 hereto and are incorporated by reference herein.

These unaudited, pro forma consolidated financial statements do not reflect (i) the pro forma impact of the long-term supply agreement described in Item 1.01 or (ii) any potential purchase price adjustments.

The information set forth in Item 1.01 of this current report on Form 8-K is incorporated by reference into this Item 2.01 of this current report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of Lantheus Holdings, Inc. and Lantheus Medical Imaging, Inc., dated January 13, 2016, announcing the divestiture of its Canadian radiopharmacy business.
99.2	Unaudited pro forma consolidated financial statements of Lantheus Holdings, Inc.

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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.

LANTHEUS HOLDINGS, INC.

By: /s/ Michael P. Duffy

Name: Michael P. Duffy

Title: General Counsel and Senior Vice President,  
Strategy and Business Development

Date: January 13, 2016

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**EXHIBIT INDEX**

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331 Treble Cove Road  
North Billerica, MA 01862

800.362.2668  
www.lantheus.com

**CONTACT:**

Meara Murphy  
978-671-8508

**LANTHEUS HOLDINGS ANNOUNCES DIVESTITURE OF ITS CANADIAN RADIOPHARMACY OPERATIONS AND COMMENCEMENT OF LONG-TERM SUPPLY AGREEMENT**

*Transaction Simplifies Distribution Model in Canada and Improves Operational Efficiencies*

**NORTH BILLERICA, Mass., (January 13, 2016)** – Lantheus Holdings, Inc. (“Lantheus” or the “Company”) (NASDAQ: LNTH), parent company of Lantheus Medical Imaging, Inc., a global leader in developing, manufacturing, selling and distributing innovative diagnostic imaging agents and products, today announced the sale of its radiopharmacies and Gludef® (Fludeoxyglucose F18 Injection) manufacturing and distribution business in Canada to Isologic Innovative Radiopharmaceuticals Ltd. (“Isologic”) for U.S. \$9.0 million in cash, subject to certain purchase price adjustments. As part of the transaction, the Company and Isologic also entered into a long-term supply contract under which the Company will supply Isologic with the Company’s products on commercial terms and under which Isologic has agreed to certain product purchase commitments.

The transaction included three radiopharmacies owned by Lantheus in Dorval, Quebec, Quebec City, Quebec and Mississauga, Ontario and one radiopharmacy operated by Lantheus in Vancouver, British Columbia. These radiopharmacies prepare individual, patient-ready doses of radiopharmaceuticals that are sold to healthcare providers, which administer those unit doses to patients. The long-term supply contract ensures that Lantheus’ products will continue to be available in the unit dose distribution channel.

Lantheus has retained its business in Canada which sells its bulk radiopharmaceuticals, such as TechnoLite® (Technetium Tc-99m) generators and other nuclear medicine products and cold kits, and its contrast agent, DEFINITY® Vial for (Perflutren Lipid Microsphere) Injectable Suspension.

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“We are simplifying our distribution model in the Canadian market to improve operational efficiencies and streamline our Canadian operations,” said Mary Anne Heino, President and Chief Executive Officer of Lantheus. “This step reflects an evolution in our business strategy that enables Lantheus to continue providing industry-leading nuclear medicine products and contrast agents to patients and healthcare providers in this important international market.”

Ms. Heino continued, “We are committed to working closely with Isologic to execute a seamless transition for customers, patients and employees. Through our new long-term partnership with Isologic, we will continue to meet the unit dose needs of the Canadian healthcare community with our products.”

As a result of this shift in distribution model and the commencement of the long-term supply agreement, the Company expects its overall level of Adjusted EBITDA to improve as compared to historic levels due to the decrease in costs associated with operating the radiopharmacies and the contracted revenue attributable to the long-term supply agreement. The Company plans to discuss this transaction on its next quarterly earnings call.

#### **About Lantheus Holdings, Inc. and Lantheus Medical Imaging, Inc.**

Lantheus Holdings, Inc. is the parent company of Lantheus Medical Imaging, Inc. (“LMI”), which is a global leader in developing, manufacturing, selling and distributing innovative diagnostic imaging agents and products. LMI provides a broad portfolio of products, which are primarily used for the diagnosis of cardiovascular diseases. LMI’s key products include the echocardiography contrast agent DEFINITY® Vial for (Perflutren Lipid Microsphere) Injectable Suspension; TechneLite® (Technetium Tc99m Generator), a technetium-based generator that provides the essential medical isotope used in nuclear medicine procedures; and Xenon (Xenon Xe 133 Gas), an inhaled radiopharmaceutical imaging agent used to evaluate pulmonary function and for imaging the lungs. LMI is headquartered in North Billerica, Massachusetts with offices in Puerto Rico, Canada and Australia. For more information, visit [www.lantheus.com](http://www.lantheus.com).

#### **Safe Harbor for Forward-Looking and Cautionary Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are subject to risks and uncertainties that may be described from time to time in our filings with the Securities and Exchange Commission. Readers are cautioned not to place undue reliance on the forward-looking statements contained herein, which speak only as of the date hereof. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law.

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**LANTHEUS HOLDINGS, INC. AND SUBSIDIARIES**  
**UNAUDITED PRO FORMA CONSOLIDATED BALANCE SHEET**  
**SEPTEMBER 30, 2015**

(in thousands, except share data)	As Reported	Pro Forma Adjustments (1)	Pro Forma As Adjusted
<b>Assets</b>			
Current assets			
Cash and cash equivalents	\$ 21,922	\$ 8,500	\$ 27,411
Accounts receivable, net	39,724	(2,883)	36,841
Inventory	16,579	(1,031)	15,548
Other current assets	5,210	(49)	5,161
Total current assets	83,435	4,537	87,972
Property, plant and equipment, net	92,393	(867)	91,526
Capitalized software development costs, net	1,981	—	1,981
Intangibles, net	22,489	(533)	21,956
Goodwill	15,714	—	15,714
Other long-term assets	20,120	(126)	19,994
Total assets	<u>\$ 236,132</u>	<u>\$ 3,011</u>	<u>\$ 239,143</u>
<b>Liabilities and Stockholders' Deficit</b>			
Current liabilities			
Line of credit	—	—	—
Accounts payable	10,700	(141)	10,559
Accrued expenses and other liabilities	19,968	(1,262)	18,706
Current portion of long-term debt	3,650	—	3,650
Total current liabilities	34,318	(1,403)	32,915
Asset retirement obligations	8,074	—	8,074
Long-term debt, net	350,367	—	350,367
Other long-term liabilities	33,518	—	33,518
Total liabilities	426,277	(1,403)	424,874
<b>Commitments and contingencies</b>			
<b>Stockholders' deficit</b>			
Preferred Stock stock (\$0.001 par value, 25,000,000 shares authorized; no share issued and outstanding)	—	—	—
Common stock (\$0.001 par value, 250,000,000 shares authorized; 30,365,501 shares issued and outstanding)	303	—	303
Additional paid-in capital	175,075	—	175,075
Accumulated deficit	(363,076)	4,414	(358,662)
Accumulated other comprehensive loss	(2,447)	—	(2,447)
Total stockholders' deficit	(190,145)	4,414	(185,731)
Total liabilities and stockholders' deficit	<u>\$ 236,132</u>	<u>\$ 3,011</u>	<u>\$ 239,143</u>

See notes to consolidated financial statements.

**LANTHEUS HOLDINGS, INC. AND SUBSIDIARIES**  
**UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS**  
**NINE MONTHS ENDED SEPTEMBER 30, 2015**

<u>(in thousands, except share and per share data)</u>	<u>As Reported</u>	<u>Pro Forma Adjustments (2)(3)</u>	<u>Pro Forma As Adjusted</u>
Revenues	\$ 222,260	\$ (11,439)	\$ 210,821
Cost of goods sold	120,119	(11,382)	108,737
Gross profit	<u>102,141</u>	<u>(57)</u>	<u>102,084</u>
Operating expenses			
Sales and marketing expenses	26,934	—	26,934
General and administrative expenses	33,773	—	33,773
Research and development expenses	11,292	—	11,292
Total operating expenses	<u>71,999</u>	<u>—</u>	<u>71,999</u>
Operating income	30,142	(57)	30,085
Interest expense, net	(31,599)	—	(31,599)
Loss on extinguishment of debt	(15,528)	—	(15,528)
Other income, net	234	—	234
Loss before income taxes	(16,751)	(57)	(16,694)
Provision for income taxes	1,911	—	1,911
Net loss	<u>(18,662)</u>	<u>(57)</u>	<u>(18,605)</u>
Net loss per common share:			
Basic and diluted	\$ (0.83)		\$ (0.83)
Common shares			
Basic and diluted	22,443,257		22,443,257



**LANTHEUS HOLDINGS, INC. AND SUBSIDIARIES**  
**UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS**  
**YEAR ENDED DECEMBER 31, 2014**

<b>(in thousands, except share and per share data)</b>	<b>As Reported</b>	<b>Pro Forma Adjustments (2)(3)</b>	<b>Pro Forma As Adjusted</b>
Revenues	\$ 301,600	\$ (17,204)	\$ 284,396
Cost of goods sold	176,081	(15,419)	160,662
Gross profit	<u>125,519</u>	<u>(1,785)</u>	<u>123,734</u>
Operating expenses			
Sales and marketing expenses	35,116	—	35,116
General and administrative expenses	37,313	—	37,313
Research and development expenses	13,673	—	13,673
Total operating expenses	<u>86,102</u>	<u>—</u>	<u>86,102</u>
Operating income	39,417	(1,785)	37,632
Interest expense, net	(42,261)	—	(42,261)
Other income, net	478	—	478
Loss before income taxes	(2,366)	(1,785)	(4,151)
Provision for income taxes	1,195	—	1,195
Net loss	<u>(3,561)</u>	<u>(1,785)</u>	<u>(5,346)</u>
Net loss per common share:			
Basic and diluted	\$ (0.20)		\$ (0.30)
Common shares			
Basic and diluted	18,080,615		18,080,615

- (1) Pro Forma Adjustments represent: (a) cash proceeds of \$9.0 less estimated transaction costs and (b) the related assets and liabilities that were included in the asset purchase agreement.
- (2) Pro Forma Adjustments represent the elimination of historical revenues and direct expenses related to the Canadian radiopharmacy business.
- (3) Pro Forma Adjustments do not include revenues and expenses related to the long-term supply contract entered into by the Company and Isologic Innovative Radiopharmaceuticals, Ltd.