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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): August 11, 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.**

On August 11, 2016, Lantheus Medical Imaging, Inc. (“LMI”), operating subsidiary of Lantheus Holdings, Inc. (the “Company”), entered into a share purchase agreement (the “Purchase Agreement”) pursuant to which it sold all of the stock in its Australian radiopharmaceutical servicing subsidiary to one of its existing radiopharmacy customers, Global Medical Solutions, Ltd. (the “Buyer”).

The sale price for the share sale contemplated by the Purchase Agreement (the “Transaction”) was AUD\$2.0 million in cash, which is subject to certain working capital adjustments relating to a target working capital amount of AUD\$650,000; working capital amounts in excess of that will be remitted to LMI. 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 LMI’s representations, warranties and covenants in the Purchase Agreement.

As part of the Transaction, LMI and GMS also entered into a long-term supply and distribution contract under which LMI will supply GMS and its subsidiaries with LMI’s products on commercial terms and under which GMS has agreed to certain product purchase commitments.

The Company’s and LMI’s press release announcing the Transaction 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 August 11, 2016.

The Company’s (i) unaudited, pro forma consolidated balance sheet as of June 30, 2016 and (ii) unaudited, pro forma consolidated statements of operations for the six months ended June 30, 2016 and for the fiscal year ended December 31, 2015 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 and distribution 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 August 11, 2016, announcing the divestiture of its Australian radiopharmacy servicing 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, Secretary and Senior Vice President,  
Strategy and Business Development

Date: August 11, 2016

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**EXHIBIT INDEX**

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**LANTHEUS HOLDINGS ANNOUNCES DIVESTITURE OF ITS AUSTRALIAN RADIOPHARMACY SERVICING BUSINESS AND ENTRY INTO LONG-TERM SUPPLY AND DISTRIBUTION AGREEMENT**

*Transaction Simplifies Service and Distribution Model in Australia;  
Expands International Reach of Products*

**NORTH BILLERICA, Mass. (August 11, 2016)** – Lantheus Holdings, Inc. (“Lantheus” or the “Company”) (NASDAQ: LNTH), parent company of Lantheus Medical Imaging, Inc. (“LMI”), a global leader in the development, manufacture and commercialization of innovative diagnostic imaging agents and products, today announced the sale of its radiopharmacy servicing business in Australia to Global Medical Solutions, Ltd. (“GMS”). As part of the transaction, LMI and GMS also entered into a long-term supply and distribution contract under which LMI will continue to supply GMS and its affiliates with LMI’s products on commercial terms and under which GMS has agreed to certain product purchase commitments.

The transaction includes Lantheus’ radiopharmacy servicing business in greater Melbourne, Victoria and in greater Adelaide, South Australia. These radiopharmacies prepare individual, patient-ready doses of single photon emission computed tomography (SPECT)-based radiopharmaceuticals, which are sold by the radiopharmacies to healthcare providers for administration to patients. The long-term supply and distribution contract provides for Lantheus’ products to continue to be available in those markets.

In addition, Lantheus has appointed GMS as a distributor of its radiopharmaceuticals, including nuclear medicine products and cold kits, in Australia and other international markets served in GMS’s international footprint, as well as the distributor of DEFINITY® Vial for (Perflutren Lipid Microsphere) Injectable Suspension in Australia and New Zealand, two countries in which that contrast agent is already approved and sold.

“This transaction simplifies our service and distribution model in Australia and expands the international reach of our products,” said Mary Anne Heino, President and Chief Executive Officer of Lantheus. “Our agreements with GMS align with our business strategy to continually look for opportunities to improve operational efficiencies and customer service. Through our long-term supply and distribution agreement with GMS, we

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will continue to provide industry-leading nuclear medicine products and contrast agents to healthcare providers and their patients in Australia as well as a number of other international markets served by GMS. We look forward to working closely with GMS to execute a seamless transition for customers, patients, suppliers and employees.”

“This transaction further expands GMS’s geographical presence in Australia and extends our breath of services and products in that country. Moreover, the transaction adds valued local market expertise to GMS’s existing service offering. Expanding our geographical reach in Australia is an important step for GMS. It strengthens our position as an Australian nation-wide partner with the medical imaging community by adding to our ability to service clients on a local level,” added Haig S. Bagerdjian, Chairman and Chief Executive Officer of GMS. “We look forward to continuing our long running relationship with Lantheus through our newly solidified commercial arrangement, which we believe will help both companies reach their short and long-term goals.”

While moving to this new service and distribution model in the Australian market is expected to result in a modest decrease in revenue going forward, the Company expects the resulting cost savings associated with divesting the radiopharmacy servicing operations and the revenue anticipated under the long-term supply and distribution agreement will together be accretive to Adjusted EBITDA compared to historical levels.

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

Lantheus Holdings, Inc. is the parent company of Lantheus Medical Imaging, Inc., a global leader in the development, manufacture and commercialization of 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; TechnéLite® (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 and Canada. 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**  
**JUNE 30, 2016**

(in thousands, except share data)	As Reported	Pro Forma Adjustments (1)	Pro Forma As Adjusted
<b>Assets</b>			
Current assets			
Cash and cash equivalents	\$ 54,851	\$ 1,237	\$ 56,088
Accounts receivable, net	39,457	(1,639)	37,818
Inventory	14,433	(394)	14,039
Other current assets	4,282	(189)	4,093
Total current assets	113,023	(985)	112,038
Property, plant and equipment, net	84,422	(1)	84,421
Capitalized software development costs, net	8,121	—	8,121
Intangibles, net	17,949	(260)	17,689
Goodwill	15,714	—	15,714
Other long-term assets	20,038	(47)	19,991
Total assets	<u>\$ 259,267</u>	<u>\$ (1,293)</u>	<u>\$ 257,974</u>
<b>Liabilities and Stockholders' Deficit</b>			
Current liabilities			
Line of credit	—	—	—
Accounts payable	12,778	(489)	12,289
Accrued expenses and other liabilities	17,664	(426)	17,238
Current portion of long-term debt	3,650	—	3,650
Total current liabilities	34,092	(915)	33,177
Asset retirement obligations	8,650	—	8,650
Long-term debt, net	348,838	—	348,838
Other long-term liabilities	34,055	82	34,137
Total liabilities	425,635	(833)	424,802
Commitments and contingencies			
Stockholders' deficit			
Preferred stock	—	—	—
Common stock	303	—	303
Additional paid-in capital	176,545	—	176,545
Accumulated deficit	(341,487)	(1,041)	(342,528)
Accumulated other comprehensive loss	(1,729)	581	(1,148)
Total stockholders' deficit	(166,368)	(460)	(166,828)
Total liabilities and stockholders' deficit	<u>\$ 259,267</u>	<u>\$ (1,293)</u>	<u>\$ 257,974</u>

**LANTHEUS HOLDINGS, INC. AND SUBSIDIARIES**  
**UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS**  
**SIX MONTHS ENDED JUNE 30, 2016**

<u>(in thousands, except per share data)</u>	<u>As Reported</u>	<u>Pro Forma Adjustments (2)(3)</u>	<u>Pro Forma As Adjusted</u>
Revenues	\$ 154,440	\$ (4,834)	\$ 149,606
Cost of goods sold	84,988	(4,185)	80,803
Gross profit	69,452	(649)	68,803
Operating expenses			
Sales and marketing expenses	19,150	(72)	19,078
General and administrative expenses	18,751	(215)	18,536
Research and development expenses	5,644	—	5,644
Total operating expenses	43,545	(287)	43,258
Gain on sale of assets	5,945	—	5,945
Operating income	31,852	(362)	31,490
Interest expense, net	(13,996)	—	(13,996)
Other income, net	454	45	499
Income before income taxes	18,310	(317)	17,993
Provision for income taxes	637	33	670
Net income	17,673	(350)	17,323
Net income per common share:			
Basic	\$ 0.58		\$ 0.57
Diluted	\$ 0.58		\$ 0.57
Weighted average common shares outstanding			
Basic	30,373		30,373
Diluted	30,454		30,454



**LANTHEUS HOLDINGS, INC. AND SUBSIDIARIES**  
**UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS**  
**YEAR ENDED DECEMBER 31, 2015**

<u>(in thousands, except per share data)</u>	<u>As Reported</u>	<u>Pro Forma Adjustments (2)(3)</u>	<u>Pro Forma As Adjusted</u>
Revenues	\$ 293,461	\$ (9,678)	\$ 283,783
Cost of goods sold	157,939	(7,977)	149,962
Gross profit	<u>135,522</u>	<u>(1,701)</u>	<u>133,821</u>
Operating expenses			
Sales and marketing expenses	34,740	(134)	34,606
General and administrative expenses	43,894	(322)	43,572
Research and development expenses	14,358	—	14,358
Total operating expenses	<u>92,992</u>	<u>(456)</u>	<u>92,536</u>
Operating income	42,530	(1,245)	41,285
Interest expense, net	(38,691)	—	(38,691)
Loss on extinguishment of debt	(15,528)	—	(15,528)
Other expense, net	(89)	(265)	(354)
Loss before income taxes	<u>(11,778)</u>	<u>(1,510)</u>	<u>(13,288)</u>
Provision for income taxes	2,968	(325)	2,643
Net loss	<u>(14,746)</u>	<u>(1,185)</u>	<u>(15,931)</u>
Net loss per common share:			
Basic and diluted	\$ (0.60)		\$ (0.65)
Weighted average common shares outstanding			
Basic and diluted	24,440		24,440

- (1) Pro Forma Adjustments represent: (a) cash proceeds of \$1.5 million (\$2.0 million AUD) less estimated transaction costs and (b) the related assets and liabilities that were included in the share purchase agreement.
- (2) Pro Forma Adjustments represent the elimination of historical revenues and expenses contributing to consolidated results relating to the Australian subsidiary.
- (3) Pro Forma Adjustments do not include revenues and expenses related to the long-term supply and distribution contract entered into by the Company and Global Medical Solutions, Ltd.