

Platform Specialty Products Corp
Form 424B3
February 02, 2015

Filed Pursuant to Rule 424(b)(3) and Rule 424(c)

Registration Statement No. 333-196235

Registration Statement No. 333-199817

February 2, 2015

PROSPECTUS SUPPLEMENT NO. 23 TO THE JUNE PROSPECTUS (AS DEFINED BELOW)

PROSPECTUS SUPPLEMENT NO. 11 TO THE NOVEMBER PROSPECTUS (AS DEFINED BELOW)

14,825,000 Shares of Common Stock

This prospectus supplement amends our prospectus dated June 19, 2014, as supplemented on July 15, 2014, July 21, 2014, August 6, 2014, August 8, 2014, September 26, 2014, October 1, 2014, October 8, 2014, October 21, 2014, October 30, 2014, November 4, 2014, November 6, 2014, November 17, 2014, November 21, 2014, December 8, 2014, December 12, 2014, January 2, 2015, January 12, 2015, January 26, 2015, January 30, 2015 and February 2, 2015 (the June Prospectus) to allow the selling stockholders named in the June Prospectus (the June Selling Stockholders) to resell, from time to time, up to 14,825,000 shares of our common stock. The shares of our common stock covered by the June Prospectus (the June Shares) were issued by us to the June Selling Stockholders in a private placement on May 20, 2014, as more fully described in the June Prospectus.

25,465,024 Shares of Common Stock

This prospectus supplement also amends our prospectus dated November 12, 2014, as supplemented on November 17, 2014, November 21, 2014, December 8, 2014, December 12, 2014, January 2, 2015, January 12, 2015, January 26, 2015, January 30, 2015 and February 2, 2015 (the November Prospectus, and together with the June Prospectus, the Prospectuses) to allow the selling stockholders named in the November Prospectus (the November Selling Stockholders, and together with the June Selling Stockholders, the Selling Stockholders) to resell, from time to time, up to 25,465,024 shares of our common stock. The shares of our common stock covered by the November Prospectus (the November Shares, and together with the June Shares, the Shares) were issued by us to the November Selling Stockholders in a private placement on October 8, 2014 and November 6, 2014, as more fully described in the November Prospectus.

This prospectus supplement is being filed to include the information set forth in our Current Report on Form 8-K/A filed with the Securities and Exchange Commission (the SEC) on January 30, 2015, which is set forth below. This prospectus supplement should be read in conjunction with the Prospectuses, which are to be delivered with this prospectus supplement.

Our shares of common stock are listed on the New York Stock Exchange (the NYSE) under the ticker symbol PAH. The closing sale price on the NYSE for our shares of common stock on January 30, 2015 was \$21.00 per share.

We are an emerging growth company as defined in the Jumpstart Our Business Startups Act of 2012.

Investing in our common stock involves risks. You should carefully consider the risks that we have described in Risk Factors beginning on pages 6 and 19 of the June Prospectus and November Prospectus, respectively, and under similar headings in any amendments or supplements to the Prospectuses, before investing in the Shares.

Neither the SEC nor any state securities commission has approved or disapproved of these securities or determined if the Prospectuses or this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

You should rely only on the information contained in the Prospectuses, this prospectus supplement or any future prospectus supplement or amendment. Neither we nor the Selling Stockholders have authorized anyone to provide you with different information. The Selling Stockholders are not making an offer of their Shares in any state where such offer is not permitted.

The date of this Prospectus Supplement is February 2, 2015.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A

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 12, 2015

Platform Specialty Products Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-36272
(Commission

File Number)

37-1744899
(I.R.S. Employer

Identification No.)

5200 Blue Lagoon Drive

33126

Suite 855

Miami, Florida

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (203) 575-5850

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:

- .. 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))

This Amendment No.1 on Form 8-K/A (this Amendment No.1) is being filed to amend the Current Report on Form 8-K filed by Platform Specialty Products Corporation (Platform) with the Securities and Exchange Commission (the SEC) on January 12, 2015 (the Original Form 8-K).

Item 8.01 Other Events

As previously disclosed in a Current Report on Form 8-K filed with the SEC on October 21, 2014 by Platform, Platform entered into a Share Purchase Agreement with Nalozo S.à.r.l., pursuant to which Platform agreed to acquire Arysta LifeScience Limited for approximately \$3.51 billion, subject to customary closing conditions (the Arysta Acquisition). There can be no assurance that the proposed Arysta Acquisition will close, or be completed in the time frame, on the terms or in the manner currently anticipated.

Platform voluntarily filed the Original Form 8-K with Platform s unaudited pro forma combined consolidated balance sheet of Platform as of September 30, 2014 and the related unaudited pro forma combined consolidated statement of operations of Platform for the nine-month period ended September 30, 2014 and the year ended December 31, 2013, in each case giving effect on a pro forma basis to the Arysta Acquisition, the recent acquisition by Platform of the agrochemicals business, Chemtura AgroSolutions, of Chemtura Corporation (the CAS Acquisition) and the related financings (the Pro Forma Financial Information). For the year ended December 31, 2013, the Pro Forma Financial Information was also giving effect to the acquisition of MacDermid Holdings, LLC completed on October 31, 2013 (the MacDermid Acquisition) and the related financings.

The purpose of this Amendment No. 1 is to amend the Original Form 8-K by filing revised Pro Forma Financial Information reflecting a \$600 million increase of the aggregate principal amount of 6.500% senior notes due 2022 denominated in U.S. Dollars being offered in Platform s previously-announced private offering of senior notes, and a \$500 million decrease of the maximum borrowings under Platform s incremental term loan denominated in U.S. Dollars being sought through the syndication process relating to the financing of a portion of the acquisition consideration and related fees and expenses of the Arysta Acquisition.

A copy of the revised Pro Forma Financial Information is attached hereto as Exhibit 99.1 and is incorporated by reference in this Item 8.01. Other than as set forth above, no other changes have been made to the Original Form 8-K. This Amendment No. 1 speaks as of the filing date of the Original Form 8-K, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the Original Form 8-K, except as stated above.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Exhibit Title
99.1	Revised unaudited pro forma combined consolidated balance sheets of Platform as of September 30, 2014 and related revised unaudited pro forma combined consolidated statement of operations of Platform for the nine-month period ended September 30, 2014 and the year ended December 31, 2013, in each case giving effect on a pro forma basis to the Arysta Acquisition, the CAS Acquisition and the

related financings. For the year ended December 31, 2013, such pro forma financial information is also giving effect to the completed MacDermid Acquisition and the related financings.

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.

**PLATFORM SPECIALTY PRODUCTS
CORPORATION**

January 30, 2015

By: /s/ Frank J. Monteiro

Name: Frank J. Monteiro

Title: Senior Vice President and Chief Financial Officer

Exhibit Index

**Exhibit
Number**

Exhibit Title

99.1 Revised unaudited pro forma combined consolidated balance sheets of Platform as of September 30, 2014 and related revised unaudited pro forma combined consolidated statement of operations of Platform for the nine-month period ended September 30, 2014 and the year ended December 31, 2013, in each case giving effect on a pro forma basis to the Arysta Acquisition, the CAS Acquisition and the related financings. For the year ended December 31, 2013, such pro forma financial information is also giving effect to the completed MacDermid Acquisition and the related financings.

UNAUDITED PRO FORMA FINANCIAL INFORMATION

On October 31, 2013, Platform Specialty Products Corporation (Platform, we, us, our or the Company) indirectly acquired substantially all of the outstanding equity of MacDermid, Incorporated (MacDermid) for approximately \$1.8 billion (including the assumption of approximately \$754 million of indebtedness, consisting primarily of MacDermid's first lien credit facility), plus (i) up to \$100 million of contingent consideration tied to achieving certain EBITDA and stock trading price performance metrics over a seven year period following the closing of this acquisition and (ii) an interest in certain MacDermid pending litigation (the MacDermid Acquisition).

At the closing of the MacDermid Acquisition on October 31, 2013, we paid approximately \$923 million in cash and issued approximately \$100 million of new equity. The equity issued primarily consisted of shares of common stock of a then wholly-owned subsidiary of Platform that may be exchanged for shares of our common stock at future specified dates beginning one year after the closing. In addition, we acquired the remaining 3% of MacDermid in March 2014, pursuant to the terms of an Exchange Agreement, dated October 25, 2013, between us and the fiduciaries of the MacDermid, Incorporated Profit Sharing and Employee Savings Plan (the 401K Plan). Most of the 401K Plan participants received shares of our common stock for their interests in MacDermid. We funded the cash portion of the purchase price and related transaction expenses with a combination of available cash on hand and approximately \$137 million of proceeds from a warrant exchange offer.

On November 3, 2014, we completed the acquisition of certain legal entities and other assets and liabilities that comprise the Chemtura AgroSolutions business (CAS) of Chemtura Corporation, a Delaware corporation (Chemtura) for approximately \$1.04 billion, consisting of \$990 million in cash, after certain post-closing working capital and other adjustments, plus 2,000,000 shares of our common stock (the CAS Shares) and the assumption of certain liabilities by Platform (the CAS Acquisition). We funded the cash portion of the purchase price and related transaction expenses of the CAS Acquisition with a combination of available cash on hand and borrowings under an increase in term loans of approximately \$389 million (approximately \$259 million of which is denominated in Euros), \$60 million under the U.S. Dollar revolving credit facility and \$55 million (\$69 million based on the September 30, 2014 exchange rate of \$1.26 per 1.00) under the multicurrency revolving credit facility pursuant to our credit agreement, as amended and restated (the Amended and Restated Credit Agreement).

On October 20, 2014, we entered into a share purchase agreement (the Arysta Acquisition Agreement) pursuant to which we agreed to acquire all of the outstanding common stock of Arysta LifeScience Limited (Arysta) for approximately \$3.51 billion, consisting of \$2.91 billion of cash, subject to working capital and other adjustments, and \$600 million of new Series B Convertible Preferred Stock (the Arysta Acquisition). We currently expect to fund the cash portion of the purchase price and related transaction expenses of the Arysta Acquisition through a combination of available cash on hand, which includes, but is not limited to, the net proceeds from our underwritten registered public offering of 16,445,000 shares of our common stock completed on November 17, 2014 at a public offering price of \$24.50 per share, raising gross proceeds of approximately \$403 million (the Public Offering), our previously-announced offering of an aggregate principal amount of \$1.52 billion of senior notes (the Notes), and \$600 million of borrowings under first lien incremental term loans (the Incremental Term Debt). The Notes offering is subject to market conditions and there can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering. To the extent we issue less than \$1.52 billion of Notes, we may make borrowings pursuant to a commitment letter (the Debt Commitment Letter) entered into on October 20, 2014 with Barclays Bank PLC, Credit Suisse AG, Cayman Islands Branch, Credit Suisse Securities (USA) LLC, Nomura Corporate Funding Americas, LLC, Nomura Securities International, Inc., UBS AG, Stamford Branch and UBS Securities LLC (collectively, the Commitment Parties) for (i) up to \$1.6 billion of first lien incremental term loans (the Term Facility) to be incurred under our Amended and Restated Credit Agreement and (ii) senior unsecured bridge loans (the Senior Bridge Facility) and together with the Term Facility, the Facilities in an aggregate principal amount

of \$750 million, for the purposes of financing the proposed Arysta Acquisition and the fees and expenses in connection therewith, on the terms and subject to the conditions set forth in the Debt Commitment Letter. The Commitment Parties' obligation to provide the Facilities is subject to a number of customary conditions precedent. Furthermore, we are under no obligation to borrow under the Facilities and we anticipate seeking a number of alternative financings for the proposed Arysta Acquisition in lieu of the Facilities, including, but not limited to, equity or debt offerings and other borrowings under our Amended and Restated Credit Agreement.

The unaudited pro forma condensed combined statements of operations for the nine months and twelve months ended September 30, 2014 and for the year ended December 31, 2013 give effect to the MacDermid Acquisition, the CAS Acquisition and the Arysta Acquisition as if they had been consummated on January 1, 2013. The unaudited pro forma condensed combined balance sheet as of September 30, 2014 gives effect to the CAS Acquisition and the proposed Arysta Acquisition as if they had been consummated on September 30, 2014.

References herein to "Predecessor 2013 Period" refer to the ten-month period from January 1, 2013 through October 31, 2013. References herein to "Successor 2013 Period" refer to the period from April 23, 2013 (inception) through December 31, 2013. References herein to "Predecessor 2013 Nine-Month Period" refer to the period from January 1, 2013 to September 30, 2013. References herein to "Successor 2014 Nine-Month Period" refer to the period from January 1, 2014 to September 30, 2014.

The following unaudited pro forma condensed consolidated balance sheet as of September 30, 2014 and the unaudited pro forma condensed consolidated statement of operations for the nine months ended September 30, 2014 were derived from our unaudited consolidated financial statements and the unaudited combined and consolidated statement of operations of CAS and Arysta, respectively. The following unaudited pro forma condensed consolidated statement of operations for the year ended December 31, 2013 (inclusive of both the Successor 2013 and Predecessor 2013 Periods) were derived from our consolidated statement of operations and the audited combined and consolidated statement of operations of CAS and Arysta, respectively. The following unaudited pro forma condensed consolidated statement of operations for the twelve months ended September 30, 2014 has been calculated (i) for CAS and Arysta, by adding the unaudited nine months ended September 30, 2014 to the audited year ended December 31, 2013 and subtracting the unaudited nine months ended September 30, 2013 statement of operations, (ii) for Platform, by adding the unaudited Successor 2014 Nine-Month Period to the audited Successor 2013 Period and subtracting the unaudited period from April 23, 2013 (inception) to September 30, 2013, and (iii) for MacDermid, by subtracting the unaudited Predecessor 2013 Nine-Month Period from the audited Predecessor 2013 Period. The unaudited pro forma statements of operations and balance sheet do not reflect our acquisition of Percival S.A., including Percival S.A.'s agrochemical business, Agriphar, completed on October 1, 2014 (the Agriphar Acquisition) or the related financing, because the Agriphar Acquisition is not significant as defined by Rule 1-02(w) of Regulation S-X. The unaudited pro forma condensed consolidated financial information presented below is not necessarily indicative of future results and should be read in conjunction with the sections entitled Management's Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements included in our annual report on Form 10-K for the fiscal year ended December 31, 2013 and our quarterly reports on Form 10-Q for the fiscal quarters ended June 30, 2014 and September 30, 2014, CAS Management's Discussion of Operations and Cash Flows and Arysta Management's Discussion of Operations and Cash Flows, CAS's combined financial statements, Arysta's consolidated financial statements and the respective notes thereto filed as exhibits to current reports on Form 8-K filed on January 12, 2015.

The pro forma adjustments are described in the accompanying notes and include the following:

The preliminary allocation of the purchase price to the CAS balance sheet as shown below:

(in millions)	
Current assets	\$ 318
Identifiable intangible assets	435
Goodwill	379
Property, plant, and equipment	19
Other long-term assets	6
Total assets	\$ 1,157
Current liabilities	74
Other liabilities	41
Total liabilities	\$ 115
Total consideration	\$ 1,042

The preliminary allocation of the purchase price to the Arysta balance sheet as shown below:

(in millions)	
Current assets	\$ 1,165
Identifiable intangible assets	1,610
Goodwill	1,867
Property, plant, and equipment	77
Other long-term assets	82
Total assets	\$ 4,801
Current liabilities	573
Other liabilities	543
Total liabilities	\$ 1,116
Noncontrolling interest	63
Total liabilities and noncontrolling interest	\$ 1,179
Total consideration	\$ 3,622

The Company has not completed the detailed valuations necessary to estimate the fair value of the assets and the liabilities acquired in the CAS Acquisition, the Arysta Acquisition, and the related allocations of purchase price. Additionally, a final determination of the fair value of assets acquired and liabilities acquired will be based on the actual net tangible and intangible assets and liabilities of CAS and Arysta that exist as of the dates of the CAS Acquisition, if and when completed and the Arysta Acquisition. Accordingly, the pro forma purchase price

adjustments are preliminary and are subject to further adjustments as additional information becomes available and as additional analyses are performed. As the final valuations are performed, increases or decreases in the fair value of relevant balance sheet amounts and their useful lives will result in adjustments, which may be material, to the balance sheet and/or the statement of operations.

Pro forma adjustments to historical financial information are subject to assumptions described in the notes following the unaudited pro forma financial statements. Management believes that these assumptions and adjustments are reasonable and appropriate under the circumstances and are factually supported based on information currently available. The principal adjustments consist of the following:

the completion of the MacDermid Acquisition, the CAS Acquisition, and the Arysta Acquisition for the statements of operations, and the completion of the CAS Acquisition and the Arysta Acquisition for the balance sheet, in each case because the MacDermid Acquisition is included in the condensed consolidated balance sheet as of September 30, 2014;

borrowings under the Amended and Restated Credit Agreement;

the issuance of 25.5 million shares of common stock in the October/November Private Placement;

the issuance of 16.4 million shares of common stock in the Public Offering;

the anticipated financing related to the Arysta Acquisition in the form of the Notes issued in this offering and the Incremental Term Debt, which is backed by the financing available pursuant to the Debt Commitment Letter (the Bridge Financing);

the amendment to and assumption of MacDermid's first lien credit facility for the MacDermid Acquisition and the amendment to such facility pursuant to the Amended and Restated Credit Agreement in connection with the CAS Acquisition; and

an adjustment to the results of operations to remove Platform's recording of a one-time, non-cash expense of approximately \$172 million upon the closing of the MacDermid Acquisition, which represents the fair value of the founder preferred dividend rights at that time, as this will not have an ongoing impact on the statement of operations. Future dividends payable in common stock will be recorded in equity.

The unaudited pro forma condensed consolidated financial statements are for illustrative and informational purposes only and are not intended to represent, or be indicative of, what our financial position or results of operations would have been had the CAS Acquisition or the proposed Arysta Acquisition occurred on the dates indicated. The unaudited pro forma condensed consolidated financial information also should not be relied upon as a representation of our future performance.

PLATFORM SPECIALTY PRODUCTS CORPORATION

UNAUDITED PRO FORMA BALANCE SHEET AS OF SEPTEMBER 30, 2014

(Thousands)	Platform (Historical)	CAS (Historical)	Arysta (Historical)	CAS Adjustments	Arysta Adjustments	Notes	Term Debt	Pro forma Balance	
Current assets:									
Cash and cash equivalents	\$ 281,676	\$ 5,240	\$ 186,264	\$ 516,355	CA	\$	\$	\$	
				651,315	CB	(126,264)	AA		
				(4,104)	CC	(2,910,000)	AB	593,000	
				(691,220)	CD	386,801	AC	(9,000)	
				(315,000)	CD	1,494,400	NA	TA	
Accounts receivable	315,000							TB	
Inventory	145,095	182,985	668,627					37	
Prepaid expenses	79,325	110,744	287,447	29,000	CE			99	
Property, plant, and equipment, net				(25,583)	CF	75,000	AD	55	
Goodwill								6	
Intangible assets	63,854							13	
Other current assets	26,754	15,779	73,517			(6,000)	AE		
						25,638	AF		
						2,457	AG	13	
Current assets	911,704	314,748	1,215,855	160,763		(2,552,368)	1,494,400	584,000	
Property, plant, and equipment, net	133,942	24,010	77,250	(4,546)	CG			23	
Goodwill	971,678		769,799	340,568	CH	(769,799)	AH		
				38,668	CI	1,510,457	AI		
						356,427	AJ	3,21	
Other non-current assets, net	664,920	28,732	512,158	(28,732)	CJ	(512,158)	AK		
				435,000	CK	1,610,000	AL	2,70	
Investments in consolidated entities									
		1,961		(1,961)	CL				
Other non-current assets	47,376	5,349	82,612	10,530	CC	26,600	NA	6,550	
								TB	
NON-CURRENT ASSETS	\$ 2,729,620	\$ 374,800	\$ 2,657,674	\$ 950,290		\$ (357,441)	\$ 1,521,000	\$ 590,550	\$ 8,46
LIABILITIES AND EQUITY									
Current liabilities:									
Accounts payable									
Accrued liabilities									
Current portion of term debt	7,550		39,730	3,890	CM			17	
				129,300	CA	(13,261)	AM	6,000	
								TC	

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nts payable, l expenses, er	133,760	73,705	546,848		(6,000) AE			74	
urrent es	141,310	73,705	586,578	133,190	(19,261)		6,000	92	
erm debt	738,013		1,754,567	387,055 CA (3,890) CM	(1,754,567) AM	1,521,000 NA	593,000 TA (6,000) TC	3,22	
erm ent eration ong-term es	60,900							6	
	209,815	2,420	176,320	38,668 CI	356,427 AJ 25,638 AF 10,000 AO 2,457 AG 190,411 AN			1,01	
LITIES	1,150,038	76,125	2,517,465	555,023	(1,188,895)	1,521,000	593,000	5,22	
STOCKHOLDERS									
PROPERTY									
ed Class A ed shares Class	20								
on shares	1,353			20 CN 255 CB		6 AN 164 AC			
onal paid in	1,703,407		1,065,779	51,980 CN 651,060 CB	(1,065,779) AP 521,954 AN 386,637 AC			3,31	
ed deficit	(190,145)		(847,218)	(1,074) CC (8,299) CD	857,218 AP (10,000) AO		(2,450) TB	(20)	
ulated oth									