

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 23, 2024

ARCADIUM LITHIUM PLC
(Exact name of registrant as specified in its charter)

Bailiwick of Jersey
(State or other jurisdiction of
incorporation or organization)

001-38694
(Commission File Number)

98-1737136
(I.R.S. Employer
Identification No.)

1818 Market Street,
Suite 2550
Philadelphia, PA
United States
19103

Suite 12, Gateway Hub
Shannon Airport House
Shannon, Co. Clare
Ireland
V14 E370

(Address of principal executive offices, including zip code)

215-299-5900

353-1-6875238

Registrant’s telephone number, including area code

N/A
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary Shares, par value \$1.00 per share	ALTM	New York Stock Exchange

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 5.07 Submission of Matters to a Vote of Security Holders.

On December 23, 2024, Arcadium Lithium plc, a public limited company organized under the Laws of the Bailiwick of Jersey (“**Arcadium**” or the “**Company**”), held a special court-ordered meeting of shareholders (the “**Scheme Meeting**”) and an extraordinary general meeting of shareholders (the “**Company GM**”), in each case, in connection with the previously announced transaction with Rio Tinto BM Subsidiary Limited, a private limited company incorporated under the Laws of England & Wales (the “**Buyer**”), pursuant to which all of the ordinary shares, par value \$1.00 per share, of the Company (the “**Company Shares**”), including the Company Shares represented by CHESS depositary interests issued by the Company and listed on the financial market operated by ASX Limited, then outstanding shall be transferred from the shareholders of the Company to Buyer in exchange for the right to receive an amount in cash, without interest, equal to \$5.85 per Company Share.

As of November 18, 2024, the record date for the Scheme Meeting and Company GM, there were 1,075,658,355 Company Shares in issue and entitled to vote at each of the Scheme Meeting and the Company GM. At the Scheme Meeting, the holders of 722,544,479 Company Shares, representing approximately 67.17% of the issued Company Shares entitled to vote at the Scheme Meeting were present in person or virtually or represented by proxy, constituting a quorum to conduct business. At the Company GM, the holders of 712,861,602 Company Shares, representing approximately 66.27% of the issued Company Shares entitled to vote at the Company GM were present in person or virtually or represented by proxy, constituting a quorum to conduct business. The final results of voting on each of the items submitted to a vote of the shareholders at the Scheme Meeting and the Company GM are as follows:

Scheme Meeting

Scheme Proposal: To approve the scheme of arrangement in its original form or with or subject to any modification(s), addition(s) or condition(s) approved or imposed by the Royal Court of Jersey.

The following votes were cast at the meeting (in person or by proxy) and the proposal was approved by the required majority in number of the Company shareholders on the Company’s register representing 75% or more of the votes cast by those Company shareholders who voted in person or by proxy at the Scheme Meeting:

	Votes For	Votes Against
Company Shareholders on the Company’s register in Number	176	17
Votes Cast	708,235,861	14,308,618

Company GM

Compensation Proposal: To approve, on a non-binding, advisory basis, specified golden parachute compensatory arrangements between the Company and its named executive officers relating to the transaction.

The following advisory votes were cast at the meeting (in person or by proxy) and the proposal was approved by the required majority of the votes cast by the Company shareholders who voted in person or by proxy at the Company GM:

Votes For	Votes Against	Votes Abstained
663,302,442	47,121,794	2,437,366

Scheme and Articles Amendment Proposal: To authorize the directors of the Company to take all such actions as they consider necessary or appropriate for carrying the scheme of arrangement into effect and to amend the articles of association of the Company so that any Company Shares that are issued on or after the Voting Record Time (as defined in the scheme of arrangement) to persons other than the Buyer or its nominees will either be subject to the terms of the scheme of arrangement or immediately and automatically acquired by it and/or its nominees for the scheme consideration.

The following votes were cast at the meeting (in person or by proxy) and the proposal was approved by the required 66 2/3% of the votes cast by the Company shareholders who voted in person or by proxy at the Company GM:

Votes For	Votes Against	Votes Abstained
697,926,394	13,800,589	1,134,619

Item 8.01 Other Events.

On December 23, 2024, Arcadium issued a press release announcing the results of the Scheme Meeting and the Company GM. A copy of this press release is attached hereto as Exhibit 99.1 to this report and is incorporated by reference herein.

Forward-Looking Statements

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995: Certain statements in this Current Report on Form 8-K (this “**Form 8-K**”) are forward-looking statements. In some cases, we have identified forward-looking statements by such words or phrases as “will likely result,” “is confident that,” “expect,” “expects,” “should,” “could,” “may,” “will continue to,” “believe,” “believes,” “anticipates,” “predicts,” “forecasts,” “estimates,” “projects,” “potential,” “intends” or similar expressions identifying “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, including the negative of those words and phrases. Such forward-looking statements are based on our current views and assumptions regarding future events, future business conditions and the outlook for the Company based on currently available information. There are important factors that could cause Arcadium’s actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward-looking statements, including the factors described under the caption entitled “Risk Factors” in Arcadium’s 2023 Form 10-K filed with the Securities and Exchange Commission (“**SEC**”) on February 29, 2024, as well as other SEC filings and public communications. Although Arcadium believes the expectations reflected in the forward-looking statements are reasonable, Arcadium cannot guarantee future results, level of activity, performance or achievements. Moreover, neither Arcadium nor any other person assumes responsibility for the accuracy and completeness of any of these forward-looking statements. Arcadium is under no duty to update any of these forward-looking statements after the date of this Form 8-K to conform its prior statements to actual results or revised expectations.

Item 9.01. Financial Statements and Exhibits.

Exhibit	Description
99.1	Press Release, dated December 23, 2024.
104	Cover Page Interactive Data File (formatted as Inline XBRL document).

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.

ARCADIUM LITHIUM PLC

By: /s/ Gilberto Antoniazzi
Name: Gilberto Antoniazzi
Title: Vice President and Chief Financial Officer

Dated: December 23, 2024

Arcadium Lithium Announces Shareholder Approval of Proposed Rio Tinto Transaction and Provides Regulatory Update

PHILADELPHIA and PERTH, Australia, Dec. 23, 2024 / PRNewswire / -- Arcadium Lithium plc (NYSE: ALTM, ASX: LTM, “Arcadium Lithium”), a leading global lithium chemicals producer, today announced that it has obtained all requisite shareholder approvals in connection with the proposed acquisition by Rio Tinto previously announced on October 9, 2024.



“Today’s vote of support by our shareholders confirms our shared belief that with Rio Tinto, we will be a stronger global leader in lithium chemicals production. Together, we enhance our capabilities to successfully develop and operate our assets while supporting the clean energy transition. We are confident that this transaction will provide future benefit to our customers, employees and the communities in which we operate, and I am excited by the path ahead,” said Paul Graves, president and chief executive officer of Arcadium Lithium.

The final voting results of Arcadium Lithium's special meetings will be filed with the Securities and Exchange Commission in a Form 8-K and will also be available at <https://ir.arcadiumlithium.com>.

Regulatory Update

As of this release, merger control clearance has been satisfied or waived in Australia, Canada, China, the United Kingdom and the United States (Hart-Scott-Rodino Antitrust Improvements Act of 1976). Additionally, investment screening approval has been satisfied in the United Kingdom.

The proposed transaction is still expected to close in mid-2025, subject to the receipt of remaining regulatory approvals and other closing conditions.

Arcadium Lithium Contacts

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About Arcadium Lithium

Arcadium Lithium is a leading global lithium chemicals producer committed to safely and responsibly harnessing the power of lithium to improve people's lives and accelerate the transition to a clean energy future. We collaborate with our customers to drive innovation and power a more sustainable world in which lithium enables exciting possibilities for renewable energy, electric transportation and modern life. Arcadium Lithium is vertically integrated, with industry-leading capabilities across lithium extraction processes, including hard-rock mining, conventional brine extraction and direct lithium extraction (DLE), and in lithium chemicals manufacturing for high performance applications. We have operations around the world, with facilities and projects in Argentina, Australia, Canada, China, Japan, the United Kingdom and the United States. For more information, please visit us at www.ArcadiumLithium.com.

Important Information and Legal Disclaimer:

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995: Certain statements in this news release are forward-looking statements. In some cases, we have identified forward-looking statements by such words or phrases as "will likely result," "is confident that," "expect," "expects," "should," "could," "may," "will continue to," "believe," "believes," "anticipates," "predicts," "forecasts," "estimates," "projects," "potential," "intends" or similar expressions identifying "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, including the negative of those words and phrases. Such forward-looking statements are based on our current views and assumptions regarding future events, future business conditions and the outlook for Arcadium Lithium based on currently available information. There are important factors that could cause Arcadium Lithium's actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward-looking statements, including the completion of the transaction on anticipated terms and timing, including obtaining required regulatory approvals, and the satisfaction of other conditions to the completion of the transaction; potential litigation relating to the transaction that could be instituted by or against Arcadium Lithium or its affiliates, directors or officers, including the effects of any outcomes related thereto; the risk that disruptions from the transaction will harm Arcadium Lithium's business, including current plans and operations; the ability of Arcadium Lithium to retain and hire key personnel; potential adverse reactions or changes to business or governmental relationships resulting from the announcement or completion of the transaction; certain restrictions during the pendency of the transaction that may impact Arcadium Lithium's ability to pursue certain business opportunities or strategic transactions; significant transaction costs associated with the transaction; the possibility that the transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events; the occurrence of any event, change or other circumstance that could give rise to the termination of the transaction, including in circumstances requiring Arcadium Lithium to pay a termination fee or other expenses; competitive responses to the transaction; the supply and demand in the market for our products as well as pricing for lithium and high-performance lithium compounds; our ability to realize the anticipated benefits of the integration of the businesses of Livent and Allkem or of any future acquisitions; our ability to acquire or develop additional reserves that are economically viable; the existence, availability and profitability of mineral resources and mineral and ore reserves; the success of our production expansion efforts, research and development efforts and the development of our facilities; our ability to retain existing customers; the competition that we face in our business; the development and adoption of new battery technologies; additional funding or capital that may be required for our operations and expansion plans; political, financial and operational risks that our lithium extraction and production operations, particularly in Argentina, expose us to; physical and other risks that our operations and suppliers are subject to; our ability to satisfy customer qualification processes or customer or government quality standards; global economic conditions, including inflation, fluctuations in the price of energy and certain raw materials; the ability of our joint ventures, affiliated entities and contract manufacturers to operate according to their business plans and to fulfill their obligations; severe weather events and the effects of climate change; extensive and dynamic environmental and other laws and regulations; our ability to obtain and comply with required licenses, permits and other approvals; and other factors described under the caption entitled "Risk Factors" in Arcadium Lithium's 2023 Form 10-K filed with the SEC on February 29, 2024, as well as Arcadium Lithium's other SEC filings and public communications. Although Arcadium Lithium believes the expectations reflected in the forward-looking statements are reasonable, Arcadium Lithium cannot guarantee future results, level of activity, performance or achievements. Moreover, neither Arcadium Lithium nor any other person assumes responsibility for the accuracy and completeness of any of these forward-looking statements. Arcadium Lithium is under no duty to update any of these forward-looking statements after the date of this news release to conform its prior statements to actual results or revised expectations.
