

**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): March 4, 2021**

**MTS SYSTEMS CORPORATION**

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

**Minnesota**  
(STATE OR OTHER JURISDICTION  
OF INCORPORATION)

**000-02382**  
(COMMISSION  
FILE NUMBER)

**41-0908057**  
(I.R.S. EMPLOYER  
IDENTIFICATION NO.)

**14000 TECHNOLOGY DRIVE, EDEN PRAIRIE, MN 55344**  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES, INCLUDING ZIP CODE)

**(952) 937-4000**  
(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
Common stock, \$0.25 par value	MTSC	The Nasdaq Stock Market LLC

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.

A special meeting of shareholders of MTS Systems Corporation, a Minnesota corporation (the “Company”), was held virtually via the Internet at 11:00 AM Eastern Time on March 4, 2021 (the “Special Meeting”). A total of 15,050,331 shares of common stock, par value \$0.25 per share, of the Company (“Common Stock”), out of a total of 19,474,695.082 shares of Common Stock issued and outstanding and entitled to vote as of January 27, 2021 (the record date for the Special Meeting), were present at the Special Meeting via the Special Meeting website or by proxy, and, therefore, a quorum was present. A summary of the voting results for the following proposals, each of which is described in detail in the Company’s definitive proxy statement (the “Proxy Statement”), dated January 28, 2021 and first mailed to the Company’s shareholders on or about January 29, 2021, is set forth below:

##### *Approval of the Merger and the Other Transactions Contemplated by the Merger Agreement*

As previously disclosed, on December 8, 2020, the Company entered into an Agreement and Plan of Merger, by and among the Company, Amphenol Corporation, a Delaware corporation (“Parent”) and Moon Merger Sub Corporation, a Minnesota corporation and a wholly-owned subsidiary of Parent (“Sub”) (as may be amended from time to time and including the plan of merger attached as Exhibit A thereto, the “Merger Agreement”). The Merger Agreement provides that Sub will merge with and into the Company, with the Company continuing as the surviving corporation (the “Merger”).

At the Special Meeting, the Company’s shareholders voted upon and approved by the requisite vote a proposal to approve and adopt the Merger Agreement. The votes on this proposal were as follows:

Votes For	Votes Against	Votes Abstained
14,956,656	61,226	32,449

##### *Advisory Vote on Named Executive Officer Merger-Related Compensation*

At the Special Meeting, the Company’s shareholders voted upon and approved by the requisite vote a proposal to approve, by a non-binding advisory vote, the compensation that may be paid or become payable to the Company’s named executive officers and that is based on, or otherwise relates to, the Merger. The vote regarding the named executive officers’ Merger-related compensation was advisory only and the result of the vote is not binding on the Company or Parent and is not a condition to consummation of the Merger. The votes on this proposal were as follows:

Votes For	Votes Against	Votes Abstained
14,502,820	468,721	78,790

##### *Adjournment of the Special Meeting*

Because shareholders holding at least a majority of the outstanding voting shares of Common Stock approved the proposal to adopt the Merger Agreement, the proposal to adjourn the Special Meeting from time to time to a later date or time if necessary or appropriate, including to solicit additional proxies in favor of the proposal to adopt the Merger Agreement if there are insufficient votes at the time of the Special Meeting to adopt the Merger Agreement, was rendered moot and was not called for a vote at the Special Meeting.

#### Item 8.01 Other Events.

On March 4, 2021, the Company issued a press release announcing the preliminary results of the Special Meeting. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

#### Item 9.01 Financial Statement and Exhibits.

##### (d) Exhibits

Exhibit No.	Description
99.1	<a href="#">Press Release of MTS Systems Corporation dated March 4, 2021</a>
104	Cover Page Interactive Data File (embedded within the 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.

**MTS SYSTEMS CORPORATION**  
(Registrant)

Date: March 5, 2021

By: /s/ BRIAN T. ROSS

Brian T. Ross

Executive Vice President and Chief Financial Officer

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**MTS Systems Corporation**  
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Eden Prairie, MN 55344-2290  
Telephone 952-937-4000  
Fax 952-937-4515

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*News Release*

**FOR IMMEDIATE RELEASE**

**MTS SHAREHOLDERS APPROVE MERGER WITH AMPHENOL**

EDEN PRAIRIE, MN - March 4, 2021 – MTS Systems Corporation (Nasdaq: MTSC) (“MTS”) today announced that, based on the preliminary voting results from a special meeting of shareholders held today, MTS’ shareholders have approved the adoption of the previously announced merger agreement relating to the proposed transaction between MTS and Amphenol Corporation (NYSE: APH) (“Amphenol”), whereby MTS will become a wholly-owned subsidiary of Amphenol (the “Merger”).

After certification by the inspector of elections, the final voting results will be filed with the U.S. Securities and Exchange Commission (the “SEC”) in a Form 8-K, which will also be available at [www.sec.gov](http://www.sec.gov).

Approval by MTS’ shareholders is a condition to the closing of the Merger. The Merger remains subject to other customary closing conditions, including receipt of approvals or clearances under certain antitrust and competition laws and foreign investment laws.

**ADVISORS**

J.P. Morgan Securities LLC and Evercore are serving as MTS’ co-financial advisors and Sidley Austin LLP is acting as its legal advisor. Centerview Partners LLC is serving as Amphenol’s financial advisor for the transaction and Latham & Watkins LLP is acting as its legal advisor.

**ABOUT MTS SYSTEMS CORPORATION**

MTS Systems Corporation’s testing and simulation hardware, software and service solutions help customers accelerate and improve their design, development and manufacturing processes and are used for determining the mechanical behavior of materials, products and structures. MTS’ high-performance sensors provide measurements of vibration, pressure, position, force and sound in a variety of applications. Additional information of MTS can be found at [www.mts.com](http://www.mts.com).

**ABOUT AMPHENOL**

Amphenol Corporation is one of the world’s largest designers, manufacturers and marketers of electrical, electronic and fiber optic connectors, interconnect systems, antennas, sensors and sensor-based products and coaxial and high-speed specialty cable. Amphenol designs, manufactures and assembles its products at facilities in the Americas, Europe, Asia, Australia and Africa and sells its products through its own global sales force, independent representatives and a global network of electronics distributors. Amphenol has a diversified presence as a leader in high-growth areas of the interconnect market including: Automotive, Broadband Communications, Commercial Aerospace, Industrial, Information Technology and Data Communications, Military, Mobile Devices and Mobile Networks.

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## Cautionary Statement Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements are based on current expectations of future events. If underlying assumptions prove inaccurate or known or unknown risks or uncertainties materialize, actual results could vary materially from the expectations of MTS. Risks and uncertainties include, but are not limited to: (i) the risk that the Merger may not be completed in a timely manner or at all, which may adversely affect MTS' business and the price of its common stock, (ii) the failure to satisfy the conditions to the consummation of the Merger, including the receipt of certain governmental and regulatory approvals, (iii) the occurrence of any event, change or other circumstance that could give rise to the termination of the merger agreement (the "Merger Agreement") by and among MTS, Amphenol and Moon Merger Sub Corporation ("Sub"), (iv) the effect of the announcement or pendency of the Merger on MTS' business relationships, operating results and business generally, (v) the risk that the Merger disrupts MTS' current plans and operations and potential difficulties in MTS' employee retention as a result of the Merger and (vi) the outcome of any legal proceedings that may be instituted against the MTS, Amphenol or Sub related to the Merger Agreement or the Merger. The foregoing list of risk factors is not exhaustive. Readers are advised to carefully consider the foregoing risk factors and the other risks and uncertainties that affect the businesses of MTS described in the "Risk Factors" section of MTS' Annual Report on Form 10-K for the fiscal year ended October 3, 2020, filed with the SEC on December 15, 2020, and subsequent Quarterly Reports on Form 10-Q and other reports and documents filed from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Copies of these filings are available online at <https://www.mts.com/>. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and MTS assumes no obligation and does not intend to update or revise these forward-looking statements, whether as a result of new information, future events or otherwise. MTS does not give any assurance that it will achieve its expectations.

## INVESTOR RELATIONS CONTACT

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