

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 8, 2018

Culp, Inc.

(Exact Name of Registrant as Specified in its Charter)

North Carolina

(State or Other Jurisdiction
of Incorporation)

1-12597

(Commission File Number)

56-1001967

(I.R.S. Employer
Identification No.)

1823 Eastchester Drive
High Point, North Carolina 27265

(Address of Principal Executive Offices)
(Zip Code)

(336) 889-5161

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former name or address, if changed from 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (Â §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.

This report and the exhibits attached hereto contain “forward-looking statements” within the meaning of the federal securities laws, including the Private Securities Litigation Reform Act of 1995 (Section 27A of the Securities Act of 1933 and Section 21E of the Securities and Exchange Act of 1934). Such statements are inherently subject to risks and uncertainties. Further, forward looking statements are intended to speak only as of the date on which they are made, and we disclaim any duty to update such statements. Forward-looking statements are statements that include projections, expectations or beliefs about future events or results or otherwise are not statements of historical fact. Such statements are often but not always characterized by qualifying words such as “expect,” “believe,” “estimate,” “plan” and “project” and their derivatives, and include but are not limited to statements about expectations for our future operations, production levels, sales, profit margins, profitability, operating income, capital expenditures, working capital levels, income taxes, SG&A or other expenses, pre-tax income, earnings, cash flow, and other performance measures, as well as any statements regarding potential acquisitions, future economic or industry trends or future developments. Factors that could influence the matters discussed in such statements include the level of housing starts and sales of existing homes, consumer confidence, trends in disposable income, and general economic conditions, as well as our success in finalizing acquisition negotiations. Decreases in these economic indicators could have a negative effect on our business and prospects. Likewise, increases in interest rates, particularly home mortgage rates, and increases in consumer debt or the general rate of inflation, could affect us adversely. Changes in consumer tastes or preferences toward products not produced by us could erode demand for our products. Changes in the value of the U.S. dollar versus other currencies could affect our financial results because a significant portion of our operations are located outside the United States. Strengthening of the U.S. dollar against other currencies could make our products less competitive on the basis of price in markets outside the United States, and strengthening of currencies in Canada and China can have a negative impact on our sales of products produced in those places. Also, economic and political instability in international areas could affect our operations or sources of goods in those areas, as well as demand for our products in international markets. Further information about these factors, as well as other factors that could affect our future operations or financial results and the matters discussed in forward-looking statements, is included in Item 1A “Risk Factors” in our Form 10-K filed with the Securities and Exchange Commission on July 14, 2017 for the fiscal year ended April 30, 2017.

Item 7.01 – Regulation FD Disclosure.

The information set forth in this Current Report, and in Exhibit 99, is intended to be “furnished” under Item 7.01 of Form 8-K. Such information shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

On March 8, 2018, Culp, Inc. (the “Company”) issued a news release disclosing the Company’s proposed acquisition of Read Window Products, Inc. in an asset acquisition transaction. The news release is attached hereto as Exhibit 99.

Item 9.01 (d) -- Exhibits

[99 – News Release dated March 8, 2018](#)

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.

CULP, INC.
(Registrant)

By: /s/ Kenneth R. Bowling
Chief Financial Officer
(principal financial officer)

Date: March 8, 2018

Culp Announces Definitive Agreement to Acquire Source for Custom Window Treatments Designed for Hospitality Market

HIGH POINT, N.C.--(BUSINESS WIRE)--March 8, 2018--Culp, Inc. (NYSE: CULP) announced today that it has reached a definitive agreement to acquire Read Window Products, Inc., a source for custom window treatments and other products for the hospitality and commercial industries. Based in Knoxville, Tennessee, Read Window Products is a turn-key provider of window treatments offering measuring, sourcing, fabrication and installation services. Read Window Products' primary custom product line includes motorization, shades, drapery and shower curtains. In addition, they supply soft goods such as decorative top sheets, coverlets, duvet covers, bed skirts, bolsters and pillows, for leading hospitality brands worldwide. Read Window Products has been in business since 1981, with annual revenues of approximately \$11.0 million in 2017. Culp currently expects to fund the acquisition with cash and investments on hand without incurring any additional debt, with closing currently expected to occur at the end of March, subject to the satisfaction of customary closing conditions.

Commenting on the acquisition announcement, Frank Saxon, president and chief executive officer of Culp, Inc., said, "We have been seeking the right strategic business opportunity to support our growing sales of upholstery fabrics designed for the hospitality market. Today, we are pleased to announce a definitive agreement to acquire Read Window Products. We believe this additional product line will complement our existing upholstery fabrics business and enhance our ability to expand our sales and reach additional customers in the hospitality market. Read Window Products is already solidly profitable with operating margins in line with our current upholstery fabrics business. We have a unique opportunity to combine our outstanding design capabilities with another established business that enjoys a solid reputation in the hospitality market. This proposed acquisition supports our diversification strategy for both products and customers, and we look forward to the opportunities ahead to integrate Read Window Products' operations with our existing upholstery fabrics business."

Boyd Chumbley, president of Culp's upholstery fabrics division, added, "As we continue to diversify our customer base, we believe the hospitality market offers significant growth opportunities for Culp. The proposed acquisition of Read Window Products supports this strategy, and we are pleased to welcome a proven market leader to Culp's upholstery fabrics business. Adding window treatments to our product line is a logical step in Culp's evolution as a complete source of fabrics for the hospitality market. The opportunity to work with an established source will allow us to respond to customer demand in an efficient manner. We are excited about the potential to leverage Culp's global platform, product innovation and outstanding customer service with the added expertise of Read Window Products as we extend our market reach."

Dale Read, chief executive officer of Read Window Products, added, "We believe this is a great opportunity for Read Window Products, and we look forward to joining the Culp team. Our companies have similar family cultures and values with a shared commitment to product excellence and outstanding customer service. Together, we will be uniquely positioned to offer the full complement of high quality, decorative fabrics used inside a hotel room. We are excited about the growth potential this proposed business combination brings to the hospitality market."

About the Company

Culp, Inc. is one of the world's largest marketers of mattress fabrics for bedding and upholstery fabrics for residential and commercial furniture. The company markets a variety of fabrics to its global customer base of leading bedding and furniture companies, including fabrics produced at Culp's manufacturing facilities and fabrics sourced through other suppliers. Culp has operations located in the United States, Canada, China and Haiti.

Forward Looking Statements

This release contains forward-looking statements” within the meaning of the federal securities laws, including the Private Securities Litigation Reform Act of 1995 (Section 27A of the Securities Act of 1933 and Section 21E of the Securities and Exchange Act of 1934). Such statements are inherently subject to risks and uncertainties. Further, forward looking statements are intended to speak only as of the date on which they are made, and we disclaim any duty to update such statements. Forward-looking statements are statements that include projections, expectations or beliefs about future events or results or otherwise are not statements of historical fact. Such statements are often but not always characterized by qualifying words such as “expect,” “believe,” “estimate,” “plan” and “project” and their derivatives, and include but are not limited to statements about expectations for our future operations, production levels, sales, profit margins, profitability, operating income, capital expenditures, working capital levels, income taxes, SG&A or other expenses, pre-tax income, earnings, cash flow, and other performance measures, as well as any statements regarding potential acquisitions, future economic or industry trends or future developments. Factors that could influence the matters discussed in such statements include the level of housing starts and sales of existing homes, consumer confidence, trends in disposable income, and general economic conditions, as well as our success in finalizing acquisition negotiations. Decreases in these economic indicators could have a negative effect on our business and prospects. Likewise, increases in interest rates, particularly home mortgage rates, and increases in consumer debt or the general rate of inflation, could affect us adversely. Changes in consumer tastes or preferences toward products not produced by us could erode demand for our products. Changes in the value of the U.S. dollar versus other currencies could affect our financial results because a significant portion of our operations are located outside the United States. Strengthening of the U.S. dollar against other currencies could make our products less competitive on the basis of price in markets outside the United States, and strengthening of currencies in Canada and China can have a negative impact on our sales of products produced in those places. Also, economic and political instability in international areas could affect our operations or sources of goods in those areas, as well as demand for our products in international markets. Further information about these factors, as well as other factors that could affect our future operations or financial results and the matters discussed in forward-looking statements, is included in Item 1A “Risk Factors” in our Form 10-K filed with the Securities and Exchange Commission on July 14, 2017 for the fiscal year ended April 30, 2017. In addition, please note that the company is not responsible for changes made to this release by wire services, internet services, or other media.

CONTACT:

Culp, Inc.

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Chief Financial Officer

or

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Vice President, Human Resources