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**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): May 22, 2024**

**ZEBRA TECHNOLOGIES  
CORPORATION**

**(Exact Name of Registrant as Specified in Charter)**

<b>Delaware</b> (State or Other Jurisdiction of Incorporation)	<b>000-19406</b> (Commission File Number)	<b>36-2675536</b> (IRS Employer Identification No.)
<b>3 Overlook Point, Lincolnshire, Illinois</b> (Address of Principal Executive Offices)	<b>60069</b> (Zip Code)	

**Registrant's telephone number, including area code: 847-634-6700**

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:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of exchange on which registered</u>
Class A Common Stock, par value \$.01 per share	ZBRA	The NASDAQ Stock Market, LLC

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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. ☐

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**Item 1.01. Entry into a Material Definitive Agreement**

On May 28, 2024, Zebra Technologies Corporation, a Delaware corporation (“Zebra Technologies”), completed its previously announced private offering of \$500,000,000 in aggregate principal amount of 6.500% senior unsecured notes due 2032 (the “Notes”).

Zebra Technologies received net proceeds from the offering of the Notes (the “Notes Offering”) of approximately \$492 million after deducting the initial purchasers’ discount and estimated offering expenses payable by Zebra Technologies. Zebra Technologies intends to use the net proceeds from the Notes Offering to repay all of the outstanding debt under its revolving credit facility, which was \$172 million as of March 30, 2024. Zebra Technologies intends to use the remaining net proceeds for general corporate purposes, including to replenish cash on hand following repayment of its receivables financing facility that matured on May 13, 2024.

#### Indenture

On May 28, 2024, Zebra Technologies entered into an indenture relating to the issuance of the Notes (the “Indenture”), by and among Zebra Technologies, certain subsidiaries of Zebra Technologies, as guarantors (the “Subsidiary Guarantors”), and U.S. Bank Trust Company, National Association (the “Trustee”), as trustee. The Notes will be fully and unconditionally guaranteed on a senior unsecured basis by certain of Zebra Technologies’ existing and future subsidiaries.

#### Interest

The Notes mature on June 1, 2032 and bear interest at a rate of 6.500% per annum. Interest on the Notes is payable semi-annually in arrears on June 1 and December 1 of each year, commencing on December 1, 2024.

#### Optional Redemption

Zebra Technologies may redeem the Notes, in whole or in part, at any time prior to June 1, 2027 at a price equal to 100% of the principal amount thereof, plus a “make-whole” premium and accrued and unpaid interest, if any, to, but not including, the redemption date. At any time on or after June 1, 2027, Zebra Technologies may redeem the Notes, in whole or in part, at the redemption prices set forth in the Indenture, plus, in each case, accrued and unpaid interest, if any, to, but not including, the applicable redemption date. In addition, Zebra Technologies may also redeem up to 40% of the aggregate principal amount of the Notes issued under the Indenture with the net cash proceeds of certain equity offerings completed before June 1, 2027 at a redemption price equal to 106.500% of the principal amount of such Notes, plus accrued and unpaid interest, if any, to, but not including, the redemption date.

#### Repurchase of Notes upon a Change of Control Triggering Event

If Zebra Technologies experiences a change of control triggering event (as defined in the Indenture), Zebra Technologies must offer to repurchase the Notes at a repurchase price equal to 101% of the principal amount of the Notes to be repurchased, plus accrued and unpaid interest, if any, to the repurchase date.

#### Covenants

The Indenture contains covenants that, among other things, limit the ability of Zebra Technologies to:

- grant or incur liens;
- have its subsidiaries guarantee debt without becoming guarantors under the Indenture;
- and

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**Item 2.03. Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of the Registrant.**

The information set forth under item 1.01 is incorporated herein by reference.

**Item 8.01. Other Events**

On May 22, 2024, Zebra Technologies and the Subsidiary Guarantors entered into a purchase agreement (the "Purchase Agreement") with J.P. Morgan Securities LLC, as representative of the several initial purchasers named on Schedule 1 thereto. A copy of the Purchase Agreement is attached hereto as Exhibit 1.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit Number Description of Exhibits**

1.1	Purchase Agreement, dated as of May 22, 2024, by and among Zebra Technologies Corporation, Temptime Corporation, Zebra Technologies International, LLC and J.P. Morgan Securities LLC.
4.1	Indenture, dated as of May 28, 2024, by and among Zebra Technologies Corporation, Temptime Corporation, Zebra Technologies International, LLC and U.S. Bank Trust Company, National Association.
4.2	Form of 6.500% Senior Notes due 2032 (included in Exhibit 4.1).
104	Cover Page Interactive Data File (embedded within the inline XBRL)

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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.

ZEBRA TECHNOLOGIES CORPORATION

Date: May 28, 2024

By: /s/ Cristen Kogl

Cristen Kogl

Chief Legal Officer, General  
Counsel & Corporate Secretary

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## EXHIBIT INDEX

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