

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): April 1, 2016

**SYKES ENTERPRISES, INCORPORATED**

(Exact name of registrant as specified in its charter)

Florida	0-28274	56-1383460
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
400 N. Ashley Drive, Tampa, Florida		33602
(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code: (813) 274-1000

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 (see General Instruction A.2. below):

- 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))

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## **Item 2.01 Completion of Acquisition or Disposition of Assets.**

### **Acquisition of Clear Link Holdings, LLC**

As previously announced, on March 6, 2016, Sykes Enterprises, Incorporated (“SYKES”), Sykes Acquisition Corporation II, Inc., a Delaware corporation and indirect wholly-owned subsidiary of SYKES (“Merger Sub”), Clear Link Holdings, LLC, a Delaware limited liability company (“Clearlink”), and Pamlico Capital Management, L.P., as the representative of the equity holders of Clearlink, entered into a definitive Agreement and Plan of Merger (the “Merger Agreement”).

On April 1, 2016, Sykes completed its acquisition of Clearlink pursuant to the terms of the Merger Agreement, with Clearlink being merged with and into Merger Sub. Merger Sub survived the merger as an indirect, wholly-owned subsidiary of Sykes (the “Merger”).

In the Merger, each outstanding membership unit of Clearlink was converted into the right to receive an amount in cash as set forth in the Merger Agreement. The aggregate cash consideration payable in the Merger was approximately \$207.0 million, subject to increase based on the amount of Clearlink’s cash and cash equivalents at the closing of the Merger, subject to decrease based on the amount of certain Clearlink indebtedness at the closing of the Merger, and subject to certain post-closing adjustments relating to Clearlink’s working capital at the closing of the Merger. Approximately \$2.6 million of the purchase price was placed in an escrow account as security for the indemnification obligations of Clearlink’s members under the Merger Agreement. SYKES has obtained an insurance policy which will provide \$20 million of coverage to SYKES for breaches of most of the representations and warranties of Clearlink in the Merger Agreement, subject to a deductible.

The foregoing description of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the complete text of the Merger Agreement, a copy of which was filed as Exhibit 2.1 to the current report on Form 8-K filed by SYKES on March 8, 2016. The Merger Agreement was included in such report to provide readers with information regarding its terms. It was not intended to provide any other financial information about SYKES, Clearlink, or their respective subsidiaries and affiliates. The representations, warranties and covenants contained in the Merger Agreement were made only for purposes of that agreement and as of specific dates; were solely for the benefit of the parties to the Merger Agreement; may be subject to limitations agreed upon by the parties, including being qualified by confidential disclosures made for the purposes of allocating contractual risk between the parties to the Merger Agreement instead of establishing these matters as facts; and may be subject to standards of materiality applicable to the contracting parties. Readers should not rely on the representations, warranties and covenants or any description thereof as characterizations of the actual state of facts or condition of SYKES, the Merger Sub or Clearlink or any of their respective subsidiaries or affiliates. Moreover, information concerning the subject matter of the representations, warranties and covenants may have changed after the date of the Merger Agreement, which subsequent information may or may not be fully reflected in public disclosures by SYKES.

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

**Borrowing under SYKES' Credit Agreement**

On April 1, 2016, in connection with the acquisition of Clearlink, Sykes borrowed \$216.0 million under its Credit Agreement, dated May 12, 2015, with a group of lenders and KeyBank National Association, as Lead Arranger, Sole Book Runner and Administrative Agent, Swing Line Lender and Issuing Lender.

Borrowings under the 2015 Credit Agreement bear interest at either LIBOR or the base rate plus, in each case, an applicable margin based on the Company's leverage ratio. The applicable interest rate will be determined quarterly based on the Company's leverage ratio at such time.

**Item 9.01 Financial Statements and Exhibits.**

**(a) Financial Statements of Business Acquired.**

Any financial statements required by Item 9.01(a) of Form 8-K will be filed by amendment within 71 calendar days after the date this report on Form 8-K must be filed. The determination of whether any such financial statements will be required cannot be determined at the present time, and will depend on the determination post-closing of the actual purchase price paid, taking into account all adjustments required under the Merger Agreement.

**(b) Pro Forma Financial Information.**

Any pro forma financial information required by Item 9.01(b) of Form 8-K will be filed by amendment within 71 calendar days after the date this report on Form 8-K must be filed. The determination of whether any such financial information will be required cannot be determined at the present time, and will depend on the determination post-closing of the actual purchase price paid, taking into account all adjustments required under the Merger Agreement.

**(d) Exhibits.**

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|--------------|--|
| Exhibit 2.1  | Agreement and Plan of Merger, dated as of March 6, 2016, by and among Sykes Enterprises, Incorporated, Sykes Acquisition Corporation II, Inc., Clear Link Holdings, LLC, and Pamlico Capital Management, L.P. (included as Exhibit 2.1 to the Current Report on Form 8-K filed with the SEC on March 8, 2016, and incorporated herein by reference). |
| Exhibit 99.1 | Press release of Sykes Enterprises, Incorporated announcing the completion of the acquisition of Clear Link Holdings LLC.  |

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**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**SYKES ENTERPRISES, INCORPORATED**

Date: April 7, 2016

By:           /s/ John Chapman            
Executive Vice President and  
Chief Financial Officer

News Release

# news release

FOR IMMEDIATE RELEASE

APRIL 1, 2016

## SYKES ENTERPRISES, INCORPORATED COMPLETES ACQUISITION OF TECH-ENABLED DEMAND GENERATION AND SALES CONVERSION SERVICES LEADER CLEARLINK

**TAMPA, FL – April 1, 2016** - Sykes Enterprises, Incorporated (“SYKES” or the “Company”) (NASDAQ: SYKE), a global business process outsourcing (BPO) leader in providing comprehensive inbound customer engagement services to Global 2000 companies, announced today that it has completed the acquisition of Clear Link Holdings, LLC and its subsidiaries (Clearlink). Founded in 2003, U.S. based Clearlink is one of the leading inbound demand generation and sales conversion platforms serving numerous Fortune 500 business-to-consumer (B2C) and business-to-business (B2B) clients across various industries and subsectors, including telecommunications, satellite television, home security and insurance. The Company expects to update its business outlook, which reflects the contribution from Clearlink, when it reports its second quarter 2016 results, as previously indicated.

President & Chief Executive Officer Chuck Sykes commented, “Since the announcement of the acquisition, the response from clients has been overwhelmingly positive about the combination, given Clearlink’s solid reputation in the industry. Just as important, the employees of Clearlink have registered their enthusiasm about being part of the greater SYKES family. Combining Clearlink’s digital marketing, demand generation, and sales conversion model with SYKES’ post-sales customer care and support capabilities will allow us to provide the market with a unique and differentiated global customer interaction management platform that more effectively engages digital consumers at every touch point in the customer lifecycle. The end result: not only more profitable customer engagements and greater customer loyalty for our clients, but also growth and opportunities for our employees and long-term value creation for our shareholders.”

Credit Suisse Securities (USA) LLC served as a sole financial advisor to SYKES on the transaction, while Petsky Prunier Securities and Harris Williams & Co. served as co-financial advisors to Clearlink. Shumaker, Loop & Kendrick, LLP served as SYKES’ legal advisor, while Alston & Bird LLP served as Clearlink’s legal advisor.

### **About Sykes Enterprises, Incorporated**

SYKES is a global business process outsourcing (BPO) leader in providing comprehensive inbound customer engagement services to Global 2000 companies, primarily in the communications, financial services, healthcare, technology, transportation and retail industries. SYKES’ differentiated end-to-end service platform effectively engages consumers at every touch point in their customer lifecycle, starting from digital marketing and acquisition to customer support, technical support, up-sell/cross-sell and retention. Headquartered in Tampa, Florida, with customer contact engagement centers throughout the world, SYKES provides its services through multiple communication channels encompassing phone, e-mail, web, chat, social media and digital self-service. Utilizing its integrated onshore/offshore and virtual at-home agent delivery models, SYKES serves its clients through two geographic operating segments: the Americas (United States, Canada, Latin America, India and the Asia Pacific region) and EMEA (Europe, Middle East and Africa). SYKES also provides various enterprise support services in the Americas and fulfillment services in EMEA, which include order processing, inventory control, product delivery and product returns handling. For additional information please visit [www.sykes.com](http://www.sykes.com).

SYKES Enterprises, Incorporated  
Corporate Headquarters:  
400 North Ashley Drive  
Tampa, FL USA 33602  
1 : 800 : TO : SYKES  
<http://www.sykes.com>

EMEA Operations:  
599 Calder Road  
Edinburgh EH11 4GA  
Scotland  
+44 (0) 131 458-6500



## **About CLEARLINK**

Clearlink partners with the world's leading brands to extend their reach, drive valuable transactions, and deepen consumer insight. Clearlink has delivered millions of customers to its brand partners, including AT&T, CenturyLink, Travelers, Safeco, and DISH, among others, through its customized marketing, sales, and technology platform. Headquartered in Salt Lake City, Utah and established in 2003, Clearlink employs more than 1,300 sales, marketing, and technology professionals. To learn more, visit [www.clearlink.com](http://www.clearlink.com).

## **Forward-Looking Statements**

This press release may contain "forward-looking statements," including SYKES' estimates of future business outlook, prospects or financial results, statements regarding SYKES' objectives, expectations, intentions, beliefs or strategies, or statements containing words such as "believe," "estimate," "project," "expect," "intend," "may," "anticipate," "plans," "seeks," "implies," or similar expressions. It is important to note that SYKES' actual results could differ materially from those in such forward-looking statements, and undue reliance should not be placed on such statements. Among the important factors that could cause such actual results to differ materially are (i) the impact of economic recessions in the U.S. and other parts of the world, (ii) fluctuations in global business conditions and the global economy, ability of maintaining margins offshore (iii) SYKES' ability to continue the growth of its support service revenues through additional technical and customer contact centers, (iv) currency fluctuations, (v) the timing of significant orders for SYKES' products and services, (vi) loss or addition of significant clients, (vii) the early termination of contracts by clients, (viii) SYKES' ability to recognize deferred revenue through delivery of products or satisfactory performance of services, (ix) construction delays of new or expansion of existing customer support centers, (x) difficulties or delays in implementing SYKES' bundled service offerings, (xi) failure to achieve sales, marketing and other objectives, (xii) variations in the terms and the elements of services offered under SYKES' standardized contract including those for future bundled service offerings, (xiii) changes in applicable accounting principles or interpretations of such principles, (xiv) delays in the Company's ability to develop new products and services and market acceptance of new products and services, (xv) rapid technological change, (xvi) political and country-specific risks inherent in conducting business abroad, (xvii) SYKES' ability to attract and retain key management personnel, (xviii) SYKES' ability to further penetrate into vertically integrated markets, (xix) SYKES' ability to expand its global presence through strategic alliances and selective acquisitions, (xx) SYKES' ability to continue to establish a competitive advantage through sophisticated technological capabilities, (xxi) the ultimate outcome of any lawsuits or penalties (regulatory or otherwise), (xxii) SYKES' dependence on trends toward outsourcing, (xxiii) risk of interruption of technical and customer contact management center operations due to such factors as fire, earthquakes, inclement weather and other disasters, power failures, telecommunications failures, unauthorized intrusions, computer viruses and other emergencies, (xxiv) the existence of substantial competition, (xxv) the ability to obtain and maintain grants and other incentives, including tax holidays or otherwise, (xxvi) risks related to the integration of the businesses of SYKES and CLEARLINK and (xxvii) other risk factors listed from time to time in SYKES' registration statements and reports as filed with the Securities and Exchange Commission. All forward-looking statements included in this press release are made as of the date hereof, and SYKES undertakes no obligation to update any such forward-looking statements, whether as a result of new information, future events, or otherwise.

## **For additional information contact:**

Subhaash Kumar  
Sykes Enterprises, Incorporated  
(813) 233-7143