

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

October 29, 2019
Date of Report (Date of earliest event reported)

HERMAN MILLER, INC.
(Exact name of registrant as specified in its charter)

Michigan
(State or other jurisdiction of incorporation or organization)

001-15141
(Commission File Number)

38-0837640
(I.R.S. Employer Identification No.)

855 East Main Avenue
Zeeland, MI 49464
(Address of principal executive offices and zip code)
(616) 654-3000
(Registrant's telephone number, including area code)

- 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	MLHR	NASDAQ

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. o

Item 7.01. Regulation FD Disclosure

Herman Miller, Inc. issued a press release on October 29, 2019, announcing the exercise by Herman Miller Holdings Limited of call options pursuant to which it acquired all of the equity interests in Naughtone (Holdings) Limited and Naughtone Manufacturing Ltd. that were not already owned by Herman Miller Holdings Limited. A copy of this press release is attached as Exhibit 99.1.

The Company is also providing transaction highlight materials, which are attached as Exhibit 99.2.

The information in this Item 7.01 and the attached exhibits shall not be deemed filed for purposes of Section 18 of the Securities 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.

Item 9.01. Financial Statements and Exhibits

Exhibits.

99.1 [Press release issued October 29, 2019, regarding the acquisition of additional equity interests in naughtone](#)

99.2 [Transaction highlight materials](#)

SIGNATURE

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

Dated: October 29, 2019

HERMAN MILLER, INC.

(Registrant)

/s/ Kevin J. Veltman

By: Kevin J. Veltman

Vice President of Investor Relations & Treasurer
(Duly Authorized Signatory for Registrant)

Herman Miller Acquires Remaining Shares of naughtone

- *Further accelerates global growth of the naughtone brand*
- *Increases Herman Miller’s collaborative and ancillary product offerings*

October 29, 2019

ZEELAND, Michigan - Herman Miller, Inc. (NASDAQ: MLHR), the global designer and furniture manufacturer, announced today it has acquired the remaining shares of contemporary British furniture designer naughtone for approximately \$46.1 million. Solidifying its ownership of naughtone directly aligns with Herman Miller’s strategic priority to accelerate profitable growth.

Herman Miller partnered with naughtone in 2016 by acquiring a 50 percent stake in the company to help enhance its global offering in ancillary and collaborative furnishings, an area in which Herman Miller saw significant growth potential. As a result of this partnership, naughtone has generated average annual sales growth of 35 percent over the past three years. This partnership has helped Herman Miller expand its product design and development capabilities, fueling 11 new product launches and leading to numerous design and innovation awards.

"naughtone has been a vital strategic partner in growing Herman Miller Group’s ancillary product offering," said Andi Owen, Herman Miller President and CEO. "I’m so proud of our shared values, as well the modern aesthetic and contemporary British design they bring to our family of brands."

Based in Harrogate, North Yorkshire, naughtone was founded in 2005 and has grown rapidly in the collaborative furniture market under the leadership of Matt Welsh, Kieron Bakewell and Mark Hammond. Known for contemporary design and high-quality manufacturing, particularly in upholstery, naughtone’s innovative products such as the Always chair range, the Polly chair, and the Viv chair are used by clients around the world, including some of the biggest brands in commerce and culture.

"Our partnership with Herman Miller has helped us significantly grow our global market presence, especially in North America," said naughtone Vice President of Sales Matt Welsh. "This expanded relationship sets us up for continued success, and we look forward to working together in this new capacity to achieve great results."

naughtone was recently recognized as one of *the Telegraph*’s Fastest Growing British Exports, and its products have been nominated for and received numerous design awards over the past several years, including the Queen’s Award for Enterprise.

"Herman Miller has a remarkable legacy of design and innovation," said Vice President of Creative Kieron Bakewell. "Being part of Herman Miller Group is a huge honor for naughtone and gives us even greater ambition and confidence in our own product plans."

Herman Miller expects to consolidate naughtone’s operating results following the closing date of this transaction. Net sales for naughtone’s most recent fiscal year that ended in May 2019 totaled approximately \$37 million. Excluding potential one-time purchase accounting adjustments, this transaction is expected to have an incremental \$0.01 to \$0.03 accretive impact on earnings per share in the remaining seven months of fiscal 2020.

Additional information concerning the transaction is included in an investor presentation available on Herman Miller’s website.

For more information contact: Media_Relations@hermanmiller.com
Investor_Relations@hermanmiller.com

About Herman Miller

Herman Miller is a globally recognized provider of furnishings and related technologies and services. Since its inception in 1905, the company has relied on innovative design to help people do great things. The global design leader has evolved into Herman Miller Group, a family of brands that collectively offers a variety of products for environments where people live, learn, work, and heal. The family of brands includes Colebrook Bosson Saunders, Design Within Reach, Geiger, HAY, Maars Living Walls, Maharam, naughtone, Nemschoff, and Herman Miller. For more information, visit www.hermanmiller.com/about-us

About naughtone

Based in Harrogate, North Yorkshire, naughtone was founded in 2005 with the mission of creating beautiful, useful furniture and has grown rapidly in the collaborative furniture market under the leadership of Matt Welsh, Kieron Bakewell and Mark Hammond. Known for contemporary British design and high-quality manufacturing, particularly in upholstery, naughtone’s innovative products such as the Always chair and lounge, the Polly chair, and the Viv chair are used by clients around the world, including some of the biggest brands in commerce and culture. Learn more at www.naughtone.com



Transaction Highlights

naught**one**

OCTOBER 2019





NAUGHTONE COMPANY SNAPSHOT

Design-driven global
furniture brand focused
on contract markets

Headquarters: **United Kingdom**
Founded: **2005**
Employees: **~50**

Revenue Growth (3 Yr. CAGR): **35%**
FY19 Financial Results
(Year Ended May 2019):
Revenue: **\$37M**
Operating Margin: **21%**

GEOGRAPHIC MIX:

United Kingdom 33%

North America 63%

Other 4%



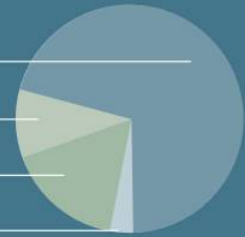
PRODUCT MIX:

Upholstered 70%

Non-upholstered 9%

Tables 18%

Storage 3%





NAUGHTONE PORTFOLIO

naughtone brings a growing portfolio focused on useful beautiful furniture to the Herman Miller family of brands. Here are just a few examples...







NAUGHTONE TRANSACTION HIGHLIGHTS

Additional 47.5% Equity Investment in naughtone

- After original investment in June 2016, ownership increases to 100%
- \$46M cash investment
- Accounting treatment expected to shift from a non-consolidated equity investment to consolidated financial results
 - Financial results to be reflected in North America (63%) and International (37%) operating segments
- Year 1 (FY20) estimated incremental adjusted EPS accretion of \$0.01 to \$0.03 for partial year
 - Excludes certain one-time purchase accounting adjustments
- Transaction closing date of October 25, 2019



