

**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): **November 22, 2017**

AVISTA HEALTHCARE PUBLIC ACQUISITION CORP.

(Exact Name of Registrant as specified in its charter)

Cayman Islands
(State or Other Jurisdiction
of Incorporation)

001-37906
(Commission
File Number)

98-1329150
(IRS Employer
Identification No.)

**65 East 55th Street
18th Floor
New York, NY**
(Address of principal executive offices)

10022
(Zip Code)

(212) 593-6900
(Registrant's telephone number, including area code)

Not Applicable
(Registrant's name or former address, if change 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))

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 pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

As previously disclosed, on August 21, 2017, Avista Healthcare Public Acquisition Corp., a Cayman Islands exempted company ("AHPAC"), Avista Healthcare Merger Sub, Inc., a Delaware corporation and a direct wholly-owned subsidiary of AHPAC ("Merger Sub"), Avista Healthcare NewCo, LLC, a Delaware limited liability company and a direct wholly-owned subsidiary of AHPAC ("NewCo"), Envigo International Holdings, Inc., a Delaware corporation ("Envigo") and Jermyn Street Associates, LLC, solely in its capacity as Shareholder Representative (as defined therein), entered into a Transaction Agreement (the "Transaction Agreement").

On November 22, 2017, pursuant to Section 8.13 of the Transaction Agreement, AHPAC, Merger Sub, NewCo, the Shareholder Representative and Envigo entered into an amendment to the Transaction Agreement (the "Amendment"). The Amendment, among other things, amends the Termination Date (as defined in the Transaction Agreement) from January 31, 2018 to March 31, 2018. In addition, the Amendment provides that any notice of non-compliance received from NASDAQ by AHPAC, to the extent related to AHPAC's failure to hold an annual meeting in 2017, shall not result in a failure of AHPAC to satisfy the conditions to Envigo's consummation of the Business Combination (as defined in the Transaction Agreement).

Other than as modified pursuant to the Amendment, the Transaction Agreement remains in full force and effect. The foregoing descriptions of the Amendment and the Transaction Agreement do not purport to be complete and are qualified in their entirety by reference to the full text of the Amendment, a copy of which is filed as Exhibit 2.1 hereto and the terms of which are incorporated herein by reference, and of the Transaction Agreement, a copy of which was filed as Exhibit 2.1 to the Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission (the "SEC") by AHPAC on August 22, 2017, and is incorporated herein by reference.

Disclaimer

This Current Report shall neither constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which the offer, solicitation, or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. This Current Report relates to a proposed Business Combination between AHPAC and Envigo.

Additional Information About the Business Combination

In connection with the proposed Business Combination between Envigo and AHPAC, AHPAC filed with the SEC a preliminary proxy statement and will file with the SEC and mail a definitive proxy statement and other relevant documentation to AHPAC's shareholders. **AHPAC's shareholders and other interested persons are advised to read the preliminary proxy statement and the amendments thereto and the definitive proxy statement and documents incorporated by reference therein as these materials will contain important information about AHPAC, Envigo and the Business Combination.** The definitive proxy statement will be mailed to AHPAC's shareholders as of a record date to be established for voting on the proposed Business Combination when it becomes available. Shareholders may obtain a copy of the preliminary proxy, and will also be able to obtain a copy of the definitive proxy statement once it is available, without charge, at the SEC's website at <http://www.sec.gov> or by directing a request to: Avista Healthcare Public Acquisition Corp., 65 East 55th Street, 18th Floor, New York, NY 10022.

Participants in the Solicitation

AHPAC and its directors, executive officers and other members of its management and employees may be deemed to be participants in the solicitation of proxies from AHPAC's shareholders in connection with the proposed Business Combination. Shareholders are urged to carefully read the preliminary proxy statement filed with the SEC, and the definitive proxy statement regarding the proposed Business Combination when it becomes available, which contain important information. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of AHPAC's shareholders in connection with the proposed Business Combination are included in the preliminary proxy statement, and will be set forth in the definitive proxy statement when it is filed with the SEC. Information about AHPAC's executive officers and directors also are included in the preliminary proxy statement and will be set forth in the definitive proxy statement relating to the proposed Business Combination when it becomes available.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Exhibit</u>
2.1	Amendment No. 1 to Transaction Agreement, dated November 22, 2017, by and among Avista Healthcare Public Acquisition Corp., Avista Healthcare Merger Sub, Inc., Avista Healthcare NewCo, LLC and Envigo International Holdings, Inc.

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Exhibit Index

<u>Exhibit Number</u>	<u>Title</u>
2.1	<u>Amendment No. 1 to Transaction Agreement, dated November 22, 2017, by and among Avista Healthcare Public Acquisition Corp., Avista Healthcare Merger Sub, Inc., Avista Healthcare NewCo, LLC and Envigo International Holdings, Inc.</u>

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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 hereunto duly authorized.

Avista Healthcare Special Acquisition Corp.

By: /s/ Benjamin Silbert

Name: Benjamin Silbert

Title: General Counsel and Secretary

AMENDMENT NO. 1 TO TRANSACTION AGREEMENT

This AMENDMENT NO. 1 TO TRANSACTION AGREEMENT, dated as of November 22, 2017 (this "Amendment"), is made by and among Envigo International Holdings, Inc., a Delaware corporation (the "Company"), Avista Healthcare Public Acquisition Corp., a Cayman Islands exempted company ("Parent"), Avista Healthcare Merger Sub, Inc., a Delaware corporation and a direct, wholly-owned subsidiary of Parent ("Merger Sub"), Avista Healthcare NewCo, LLC, a Delaware limited liability company and a direct, wholly-owned subsidiary of Parent ("NewCo") and Jermyn Street Associates LLC, solely in its capacity as Shareholder Representative (the "Shareholder Representative"). Capitalized terms used herein but not specifically defined herein shall have the meanings ascribed to such terms in the Transaction Agreement (as defined below).

WHEREAS, the Company, Parent, Merger Sub and NewCo are parties to the Transaction Agreement, dated as of August 21, 2017 (the "Transaction Agreement");

WHEREAS, pursuant to Section 8.13 of the Transaction Agreement, the Transaction Agreement may not be amended except by an instrument in writing signed (including by electronic means) on behalf of each of the parties thereto; and

WHEREAS, each of the parties to the Transaction Agreement agrees to amend the Transaction Agreement as described below.

NOW, THEREFORE, in consideration of the foregoing and the representations, warranties, covenants and agreements herein contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties to this Amendment agree as follows:

1. Effective as of the date of this Amendment, the Transaction Agreement is hereby amended as follows:

(a) Section 6.3(e)(iii) of the Transaction Agreement is hereby amended and restated in its entirety to read as follows:

"(iii) immediately following the First Merger Effective Time, Parent shall meet all of the continuing listing requirements of NASDAQ and shall not have received any notice of non-compliance, other than any notice of non-compliance to the extent related to Parent's failure to hold an annual meeting in 2017."

(b) Section 7.1(b)(ii) of the Transaction Agreement is hereby amended and restated in its entirety to read as follows:

"(ii) if the Mergers shall not have been consummated by March 31, 2018 (the "Termination Date"); provided, however, that the right to terminate this Agreement under this Section 7.1(b)(ii) shall not be available to any party in

breach of this Agreement such that the conditions set forth in Sections 6.1, 6.2 or 6.3 hereof will not be satisfied on or prior to the Closing; or"

2. The parties hereto hereby agree that, except as specifically provided in this Amendment, the Transaction Agreement shall remain in full force and effect without any other amendments or modifications.

3. The provisions of Sections 8.3 through 8.13 of the Transaction Agreement are hereby incorporated into this Amendment by reference and shall be applicable to this Amendment for all purposes.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, each party has caused this Amendment to be signed by its respective officer thereunto duly authorized, all as of the date first written above.

ENVIGO INTERNATIONAL HOLDINGS, INC.

By: /s/ Mark Bibi
 Name: Mark Bibi
 Title: Secretary and General Counsel

AVISTA HEALTHCARE PUBLIC ACQUISITION CORP.

By: /s/ David Burgstahler
 Name: David Burgstahler
 Title: President and Chief Executive Officer

AVISTA HEALTHCARE MERGER SUB, INC.

By: /s/ Robert Girardi
Name: Robert Girardi
Title: Vice President and Secretary

AVISTA HEALTHCARE NEWCO, LLC

By: /s/ Robert Girardi
Name: Robert Girardi
Title: Vice President and Secretary

**JERMYN STREET ASSOCIATES LLC, solely in its capacity as
Shareholder Representative**

By: /s/ Scott Cragg
Name: Scott Cragg
Title: Authorized Signatory

[Signature Page to Amendment No. 1]
