

Edgar Filing: Horizon Global Corp - Form SC 13D

Horizon Global Corp
Form SC 13D
February 02, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No.)

Horizon Global Corporation
(Name of Issuer)

Common Stock par value \$0.01 per share
(Title of Class Securities)

44052W104 (CUSIP Number)

Julian A.L. Allen
Spitfire Capital, LLC
One Belvedere Place, Suite 200
Mill Valley, CA 94941
(415) 878-1901

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

January 29, 2018
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box / /.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosure provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a current valid OMB control number.

Edgar Filing: Horizon Global Corp - Form SC 13D

CUSIP No. 44052W104

1. Name of Reporting Person.

Spitfire Capital LLC

I.R.S. Identification Nos. of above persons (entities only).

51-0629606
2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions) AF
5. Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization Delaware, USA
7. Sole Voting Power 1,278,888*
8. Shared Voting Power 0
9. Sole Dispositive Power 1,278,888*
10. Shared Dispositive Power 0
11. Aggregate Amount Beneficially Owned by Each Reporting Person 1,278,888*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11) 5.13%*
14. Type of Reporting Person (See Instructions)

IA

* As of February 1, 2018, The Spitfire Fund L.P. ("Spitfire"), The Spitfire Qualified Fund L.P. ("Spitfire QF"), Saunwin Domestic Equities Fund LLC ("Saunwin") and ABA Stocks LLC ("ABA Stocks") owned in the aggregate 1,278,888 shares of Common Stock of the Issuer ("Shares"). Spitfire Capital LLC ("Spitfire Capital") is the investment manager of Spitfire and Spitfire QF as well as the investment manager of separate investment accounts maintained by each of Saunwin and ABA Stocks in which such entities' respective Shares referred to above are held. As a result of the foregoing, Spitfire Capital possesses the power to vote and dispose or direct the disposition of all the Shares owned by Spitfire, Spitfire QF, Saunwin and ABA Stocks that are referred to above. Thus, for purposes of Rule 13d-3 under the Act, Spitfire Capital may be deemed to beneficially own a total of 1,278,888 Shares.

+ Based on a total of 24,937,976 Shares outstanding as of October 27, 2017, as set forth in the Issuer's most recent Form 10-Q, filed October 31, 2017.

Edgar Filing: Horizon Global Corp - Form SC 13D

1. Name of Reporting Person.

Julian A.L. Allen

I.R.S. Identification Nos. of above persons (entities only).
2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions) AF
5. Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization USA
7. Sole Voting Power 1,278,888*
8. Shared Voting Power 0
9. Sole Dispositive Power 1,278,888*
10. Shared Dispositive Power 0
11. Aggregate Amount Beneficially Owned by Each Reporting Person 1,278,888*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11) 5.13%*
14. Type of Reporting Person (See Instructions)

IN, HC

* As of February 1, 2018, The Spitfire Fund L.P. ("Spitfire"), The Spitfire Qualified Fund L.P. ("Spitfire QF"), Saunwin Domestic Equities Fund LLC ("Saunwin") and ABA Stocks LLC ("ABA Stocks") owned in the aggregate 1,278,888 shares of Common Stock of the Issuer ("Shares"). Spitfire Capital LLC ("Spitfire Capital") is the investment manager of Spitfire and Spitfire QF as well as the investment manager of separate investment accounts maintained by each of Saunwin and ABA Stocks in which such entities' respective Shares referred to above are held. Mr. Allen is the sole member of Spitfire Capital. Mr. Allen is also the sole member of Spitfire Fund GP LLC, the general partner of Spitfire and Spitfire QF. As a result of the foregoing, Mr. Allen possesses the power to vote and dispose or direct the disposition of all the Shares owned by Spitfire, Spitfire QF, Saunwin and ABA Stocks that are referred to above. Thus, for purposes of Rule 13d-3 under the Act, Mr. Allen may be deemed to beneficially own a total of 1,268,888 Shares.

+ Based on a total of 24,937,976 Shares outstanding as of October 27, 2017, as set forth in the Issuer's most recent Form 10-Q, filed October 31, 2017.

Item 1. Security and Issuer

Edgar Filing: Horizon Global Corp - Form SC 13D

The title of the class of equity security to which this statement on Schedule 13D relates is the Common Stock, par value \$0.01 per share (the "Common Stock") of Horizon Global Corporation, a Delaware corporation (the "Issuer"). The address of the Issuer's principal executive offices is 2600 W. Big Beaver Road, Suite 555, Troy, Michigan 48084.

Item 2. Identity and Background

a) This Schedule 13D is being filed by Spitfire Capital LLC, a Delaware limited liability company ("Spitfire Capital") and Julian A.L. Allen, a United States citizen. Spitfire Capital and Mr. Allen are collectively referred to herein as the "Reporting Persons".

Spitfire Capital is an investment adviser to the following entities (each an "Investment Vehicle" and collectively the "Investment Vehicles"):

The Spitfire Fund L.P.;
The Spitfire Qualified Fund L.P.;
Saunwin Domestic Equities Fund LLC; and
ABA Stocks LLC.

Mr. Allen is the Managing Member of Spitfire Capital. Each of the Reporting Persons is party to that certain Joint Filing Agreement, as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

b) The principal business address for each of the Reporting Persons is:

c/o Spitfire Capital LLC
One Belvedere Place, Suite 200
Mill Valley, CA 94941

c) The principal business of Spitfire Capital is the performance of investment management and advisory services. The principal business of Mr. Allen is serving as the Managing Member and sole owner of Spitfire Capital.

d) None of the Reporting Persons have, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

e) None of the Reporting Persons have, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.

f) Spitfire Capital LLC is a Delaware limited liability company. Mr. Allen is a United States citizen.:

Item 3. Source and Amount of Funds or Other Consideration

The Shares to which this statement relates were acquired by the Reporting Persons using the working capital of each Investment Vehicle as follows:

The Spitfire Fund L.P.: \$7,771,037
The Spitfire Qualified Fund L.P.: \$7,161,599
Saunwin Domestic Equities Fund LLC: \$523,734
ABA Stocks LLC: \$562,534

Edgar Filing: Horizon Global Corp - Form SC 13D

The Investment Vehicles have invested an aggregate amount of approximately \$16,018,904 in the Shares, including brokerage commissions.

Item 4. Purpose of Transaction

The Reporting Persons originally acquired the Shares over which they exercise beneficial ownership for investment purposes. The Reporting Persons intend to engage in discussions with directors and officers of the Issuer, other stockholders or third parties in connection with the Reporting Persons' investment in the Issuer. Such discussions may include one or more members of the Issuer's management, the board, other stockholders of the Issuer, potential acquirers of the Issuer and other persons to discuss the Issuer's business, strategies, performance and other matters related to the Issuer. These discussions may review options for enhancing stockholder value through various operational initiatives or broader strategic alternatives including, but not limited to, potential acquisitions or sales of or involving the Issuer or certain of the Issuer's businesses or assets.

The Reporting Persons intend to review their respective investment in the Issuer on a continuing basis and may from time to time and at any time in the future depending on various factors, including, without limitation, the outcome of any discussions referenced above, the Issuer's financial position and strategic direction, actions taken by the board, price levels of the Shares, other investment opportunities available to the Reporting Persons, conditions in the securities market and general economic and industry conditions, take such actions with respect to their investment in the Issuer as they deem appropriate. These actions may include: (i) purchasing additional Shares of the Issuer in the open market or otherwise; (ii) disposing of any or all of their Shares in the open market or otherwise; (iii) engaging in any hedging or similar transactions with respect to the Shares; or (iv) proposing or considering one or more of the actions described in subsections (a) through (j) of Item 4 of Schedule 13D, including but not limited to, solicitation of proxies, and may discuss such actions with the Issuer and Issuer's management and the board of directors, other stockholders of the Issuer and other interested parties.

Item 5. Interest in Securities of the Issuer

(a) The aggregate percentage of Shares reported owned by each person named herein is based on 24,937,976 shares of Common Stock outstanding as of October 27, 2017, which is the total number of shares of Common Stock outstanding as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on October 31, 2017.

As of the close of business on the date hereof, Spitfire Capital, as the investment adviser to the Investment Vehicles, may be deemed to beneficially own the 1,278,888 Shares owned in the aggregate by the Investment Vehicles, constituting approximately 5.13% of the shares of Common Stock outstanding. Mr. Allen, as the Managing Member of Spitfire Capital, may be deemed to beneficially own the 1,278,888 Shares owned in the aggregate by the Investment Vehicles, constituting approximately 5.13% of the shares of Common Stock outstanding.

(b) The Reporting Persons possess the sole power to vote and to direct the disposition of the Shares held by the Reporting Persons.

(c) The transactions by the Reporting Persons in the Shares of the Issuer during the past sixty days are set forth in Exhibit B.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or

Edgar Filing: Horizon Global Corp - Form SC 13D

proceeds from the sale of, the Shares.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

On February 2, 2018, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to securities of the Issuer, to the extent required by applicable law. A copy of this agreement is attached hereto as Exhibit A and is incorporated herein by reference.

Other than as described herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

Item 7. Material to Be Filed as Exhibits

Exhibit A Joint Filing Agreement, dated February 2, 2018.

Exhibit B Schedule of Transactions in Shares of the Issuer

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 2, 2018

SPITFIRE CAPITAL LLC

/s/ Julian A.L. Allen

Julian A.L. Allen

Managing Member

Edgar Filing: Horizon Global Corp - Form SC 13D

JULIAN A.L. ALLEN

/s/ Julian A.L. Allen

EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13D (including additional amendments thereto) with respect to the shares of Common Stock, \$0.01 par value, of Horizon Global Corporation, a Delaware corporation. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

EXHIBIT B

SCHEDULE OF TRANSACTIONS IN SHARES OF THE ISSUER

The following table sets forth all transactions with respect to Shares effected in the last sixty days by the Reporting Persons, inclusive of any transactions effected through 4:00 p.m., New York City time, on February 1, 2018. All such transactions were purchases or sales of Shares effected in the open market.

| Transaction Date | Shares Bought | Price per Share |
|------------------|---------------|-----------------|
| 12/14/2017 | 5,000 | 13.2911 |
| 1/18/2018 | 4,000 | 12.9849 |
| 1/19/2018 | 5,000 | 12.9789 |
| 1/22/2018 | 2,569 | 12.9416 |
| 1/23/2018 | 5,000 | 12.7106 |
| 1/24/2018 | 5,000 | 12.90 |
| 1/25/2018 | 85,000 | 9.3323 |
| 1/26/2018 | 40,000 | 9.1124 |
| 1/29/2018 | 10,000 | 8.9126 |
| 1/30/2018 | 11,000 | 8.2849 |
| 1/31/2018 | 3,000 | 7.9808 |
| 2/1/2018 | 10,000 | 8.2795 |

February 2, 2018

SPITFIRE CAPITAL LLC

Edgar Filing: Horizon Global Corp - Form SC 13D

/s/ Julian A.L. Allen

Julian A.L. Allen

Managing Member

JULIAN A.L. ALLEN

/s/ Julian A.L. Allen
