

**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 12, 2019

VAREX IMAGING CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-37860
(Commission File Number)

81-3434516
(I.R.S. Employer
Identification Number)

1678 S. Pioneer Road
(Address of principal executive offices)

Salt Lake City Utah

84104
(Zip Code)

Registrant's telephone number, including area code: (801) 972-5000

Not Applicable
(Former name or former address, if changed 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 (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))

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	VREX	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b - 2 of the Securities Exchange Act of 1934. 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.

Item 2.02 Results of Operations and Financial Condition

On November 12, 2019, Varex Imaging Corporation issued a press release announcing its preliminary results of operations for the three months and twelve months ended September 27, 2019 entitled: "Varex Imaging Announces Financial Results for Fourth Quarter and Fiscal Year 2019." A copy of the press release is furnished as Exhibit 99.1 and incorporated by reference into this item.

This information shall not be deemed "filed" for purposes of Section 18 of the Exchange Act or incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated November 12, 2019 entitled "Varex Imaging Announces Financial Results for Fourth Quarter and Fiscal Year 2019."

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.

VAREX IMAGING CORPORATION

Dated: November 12, 2019

By: /s/ Kimberley E. Honeysett

Kimberley E. Honeysett

Senior Vice President, General Counsel and Corporate Secretary



VAREX ANNOUNCES FINANCIAL RESULTS FOR FOURTH QUARTER AND FISCAL YEAR 2019

SALT LAKE CITY, November 12, 2019 - Varex Imaging Corporation (Nasdaq: VREX) today announced its unaudited financial results for the fourth quarter and fiscal year 2019.

Highlights

- FY19 Revenues were \$781 million
- FY19 Gross margin was 33% | Adjusted gross margin* was 35%
- FY19 Net earnings were \$0.43 per diluted share | Adjusted net earnings were \$1.30 per diluted share
- 4Q19 Revenues were \$202 million
- 4Q19 Gross margin was 35% | Adjusted gross margin* was 36%
- 4Q19 Net earnings were \$0.24 per diluted share | Adjusted net earnings were \$0.46 per diluted share

Fiscal Year 2019 Results

Revenues for fiscal year 2019 increased to \$781 million compared to \$773 million in the prior year. Medical segment revenues decreased 1% to \$597 million. Industrial segment revenues increased 7% to \$184 million.

“Our annual growth was led by higher sales of medical products for oncology and CT modalities and industrial products for airport baggage screening and non-destructive testing applications,” said Sunny Sanyal, Chief Executive Officer of Varex. “In China, shipments of CT tubes to our local OEM customers more than doubled from the prior year level, partially offsetting a tariff-related reduction in sales of radiographic digital detectors,” Sanyal added.

Net earnings for fiscal year 2019 were \$0.43 per diluted share compared to \$0.72 per diluted share in the prior year. Adjusted net earnings* were \$1.30 per diluted share, the same as in the prior year.

Fourth Quarter Fiscal Year 2019 Results

Revenues for the fourth quarter of fiscal year 2019 were \$202 million compared to \$205 million in the prior year quarter. Medical segment revenues were \$152 million and Industrial segment revenues were \$50 million.

Gross margin for the fourth quarter of fiscal year 2019 was 35% of revenues compared to gross margin of 29% of revenues in the prior year quarter. Adjusted gross margin* was 36% of revenues and compared to 33% of revenues in the prior year quarter.

The company recorded \$3 million of restructuring charges in the fourth quarter of fiscal year 2019 related to previously announced plans to close its digital detector manufacturing operations in Santa Clara, California and transfer production to other Varex facilities.

Net earnings for the fourth quarter of fiscal year 2019 were \$0.24 per diluted share and adjusted net earnings* were \$0.46 per diluted share. This compares to net earnings of \$0.01 per diluted share and adjusted net earnings* of \$0.29 per diluted share, in the prior year quarter.

Cash Flow and Balance Sheet

At the end of fiscal year 2019, cash and cash equivalents were \$30 million. Cash flow from operations was \$71 million for fiscal year 2019 compared to \$85 million in the prior year. The company's total debt outstanding at the end of fiscal year 2019 was \$395 million compared to \$390 million at the end of the prior year. The company used \$70 million during fiscal year 2019 to fund the acquisition of Direct Conversion AB.

Fiscal Year 2020 Outlook

For fiscal year 2020, the company expects revenues to be in a range of \$790 to \$805 million and expects adjusted net earnings per diluted share* to be between \$1.30 and \$1.45.

Outlook for the company's net earnings per diluted share is provided on an adjusted basis only. This adjusted financial measure is forward-looking and the company is unable to provide a meaningful or accurate GAAP forecast of net earnings per diluted share without unreasonable effort due to the uncertainty of amounts and timing of unusual items, such as integration or restructuring costs.

Adjusted Non-GAAP Financial Measures

*Please refer to "*Reconciliation between GAAP and Adjusted Non-GAAP Financial Measures*" below for a reconciliation of non-GAAP items to the comparable GAAP measures.

Conference Call Information

Varex will conduct its earnings conference call for the fourth quarter and fiscal year 2019 today at 3:00 p.m. Mountain Time. The conference call will be webcast live and can be accessed at the company's website at investors.vareximaging.com. Access will also be available by dialing 1-877-524-8416 from anywhere in the U.S. or by dialing 1-412-902-1028 from non-U.S. locations. The webcast of this call will be archived on the company's website and a replay of the call will be available from today through November 26th at 1-877-660-6853 from anywhere in the U.S. or 1-201-612-7415 from non-U.S. locations. The replay conference call access code is 13695628.

About Varex

Varex Imaging Corporation is a leading innovator, designer and manufacturer of X-ray imaging components, which include X-ray tubes, digital detectors and other image processing solutions that are key components of X-ray imaging systems. With a 65+ year history of successful innovation, Varex's products are used in medical imaging as well as in industrial and security imaging applications. Global OEM manufacturers incorporate the company's X-ray sources, digital detectors, connecting devices and imaging software in their systems to detect, diagnose, protect and inspect. Headquartered in Salt Lake

City, Utah, Varex employs approximately 2,000 people located at manufacturing and service center sites in North America, Europe, and Asia. For more information visit vareximaging.com.

Forward Looking Statements

This news release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Statements concerning unaudited financial results; industry or market outlook; the potential benefits of consolidating operations; customer demand; potential impact of tariffs, revenues, product volumes, synergies; earnings guidance for fiscal year 2020, or other expected future financial results or performance; and any statements using the terms “believe,” “expect,” “intend,” “outlook,” “future,” “anticipate,” “will,” “could,” “estimate,” “guidance,” or similar statements are forward-looking statements that involve risks and uncertainties that could cause the company’s actual results to differ materially from those anticipated. While forward-looking statements are based on assumptions and analyses made by us that we believe to be reasonable under the circumstances, whether actual results and developments will meet our expectations and predictions depend on a number of risks and uncertainties which could cause our actual results, performance, and financial condition to differ materially from our expectations. Such risks and uncertainties include restructuring charges being more than expected; the continued impact of tariffs or a global trade war on the company’s products and customer purchasing patterns; our ability to obtain the intended benefits and synergies of acquisitions and facility consolidations; global economic conditions; demand for and delays in delivery of products of the company or its customers; litigation costs; the company’s ability to develop, commercialize and deploy new products; the impact of reduced or limited demand by purchasers of certain X-ray products; the impact of competitive products and pricing; the ability to remediate material weaknesses in internal control; and the other risks listed from time to time in our filings with the U.S. Securities and Exchange Commission, which by this reference are incorporated herein. Any forward-looking statements made by us in this news release speaks only as of the date on which it is made. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. The company assumes no obligation to update or revise the forward-looking statements in this release because of new information, future events, or otherwise.

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VAREX IMAGING CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS
(Unaudited)

(In millions, except for per share amounts)	Three Months Ended		Twelve Months Ended	
	September 27, 2019	September 28, 2018 ⁽¹⁾	September 27, 2019	September 28, 2018
Revenues:				
Medical	\$ 152.4	\$ 156.8	\$ 596.8	\$ 602.0
Industrial	50.0	48.0	183.8	171.4
Total revenues	202.4	204.8	780.6	773.4
Gross margin:				
Medical	54.0	43.6	189.4	190.5
Industrial	17.1	15.7	66.8	63.4
Total gross margin	71.1	59.3	256.2	253.9
Operating Expenses:				
Research and development	19.2	20.7	77.7	83.0
Selling, general and administrative	34.9	32.2	132.0	126.4
Operating expenses	54.1	52.9	209.7	209.4
Operating earnings:	17.0	6.4	46.5	44.5
Interest income	—	0.1	0.1	0.2
Interest expense	(5.4)	(5.2)	(21.1)	(21.7)
Other (expense) income, net	(0.3)	(1.0)	(2.9)	2.7
Interest and other expense, net	(5.7)	(6.1)	(23.9)	(18.8)
Earnings before taxes	11.3	0.3	22.6	25.7
Taxes (benefit) on earnings	2.0	(0.4)	5.7	(2.6)
Net earnings	9.3	0.7	16.9	28.3
Less: Net earnings attributable to noncontrolling interests	0.1	0.5	0.3	0.8
Net earnings attributable to Varex	\$ 9.2	\$ 0.2	\$ 16.6	\$ 27.5
Net earnings per common share attributable to Varex				
Basic	\$ 0.24	\$ 0.01	\$ 0.43	\$ 0.73
Diluted	\$ 0.24	\$ 0.01	\$ 0.43	\$ 0.72
Weighted average common shares outstanding				
Basic	38.4	38.0	38.2	37.9
Diluted	38.9	38.4	38.6	38.4

(1) For the three months ended September 28, 2018, the allocation of revenues and gross margin between the Medical and Industrial segments have been corrected.

VAREX IMAGING CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

(In millions, except share amounts)	<u>September 27, 2019</u>	<u>September 28, 2018</u>
Assets		
Current assets:		
Cash and cash equivalents	\$ 29.9	\$ 51.9
Accounts receivable, net	141.0	154.0
Inventories, net	250.3	235.1
Prepaid expenses and other current assets	19.1	17.1
Total current assets	<u>\$ 440.3</u>	<u>\$ 458.1</u>
Property, plant and equipment, net	142.3	144.9
Goodwill	290.8	243.6
Intangibles assets	86.3	73.8
Investments in privately-held companies	53.6	51.0
Other assets	27.5	16.5
Total assets	<u><u>\$ 1,040.8</u></u>	<u><u>\$ 987.9</u></u>
Liabilities, redeemable noncontrolling interests and equity		
Current liabilities:		
Accounts payable	\$ 60.9	\$ 66.3
Accrued liabilities	73.0	47.5
Current maturities of long-term debt	30.7	25.0
Deferred revenues	10.5	13.2
Total current liabilities	<u>\$ 175.1</u>	<u>\$ 152.0</u>
Long-term debt	364.4	364.8
Deferred tax liabilities	9.0	23.2
Other long-term liabilities	32.5	8.5
Total liabilities	<u>\$ 581.0</u>	<u>\$ 548.5</u>
Redeemable noncontrolling interests	10.5	11.1
Stockholders' equity:		
Preferred stock, \$.01 par value: 20,000,000 shares authorized, none issued	—	—
Common stock, \$.01 par value: 150,000,000 shares authorized, Shares issued and outstanding: 38,371,305 and 38,026,597 at September 27, 2019 and September 28, 2018, respectively	0.4	0.4
Additional paid-in capital	371.8	357.6
Accumulated other comprehensive (loss) income	(1.7)	5.8
Retained earnings	75.5	62.4
Total Varex stockholders' equity	<u>\$ 446.0</u>	<u>\$ 426.2</u>
Noncontrolling interests	3.3	2.1
Total stockholders' equity	<u>\$ 449.3</u>	<u>\$ 428.3</u>
Total liabilities, redeemable noncontrolling interests and equity	<u><u>\$ 1,040.8</u></u>	<u><u>\$ 987.9</u></u>

VAREX IMAGING CORPORATION
RECONCILIATION BETWEEN GAAP AND ADJUSTED NON-GAAP FINANCIAL MEASURES
(Unaudited)

(In millions, except per share amounts)	Three Months Ended		Twelve Months Ended	
	September 27, 2019	September 28, 2018	September 27, 2019	September 28, 2018
GROSS MARGIN RECONCILIATION				
Revenues	\$ 202.4	\$ 204.8	\$ 780.6	\$ 773.4
Gross margin	\$ 71.1	\$ 59.3	\$ 256.2	\$ 253.9
Amortization of intangible assets	2.3	1.9	8.3	8.9
Restructuring charges	(0.9)	5.4	6.6	7.3
Purchase price accounting adjustments	0.9	—	1.5	—
Adjusted gross margin	\$ 73.4	\$ 66.6	\$ 272.6	\$ 270.1
Gross margin %	35.1%	29.0%	32.8%	32.8%
Adjusted gross margin %	36.3%	32.5%	34.9%	34.9%
OPERATING EARNINGS RECONCILIATION				
Operating earnings	\$ 17.0	\$ 6.4	\$ 46.5	\$ 44.5
Amortization of intangible assets (includes amortization impacts to cost of revenues)	4.4	3.7	15.8	16.2
Purchase price accounting adjustments	0.9	—	1.5	—
Separation and related costs	0.7	1.1	2.9	1.1
Restructuring charges (includes restructuring impact to cost of revenues)	3.3	7.9	12.9	13.7
Acquisition and integration related costs	0.2	1.6	1.7	3.1
Impairment charges	—	—	4.8	3.0
Other non-operational costs	0.1	—	1.6	0.2
Total operating earnings adjustments	\$ 9.6	\$ 14.3	\$ 41.2	\$ 37.3
Adjusted operating earnings	\$ 26.6	\$ 20.7	\$ 87.7	\$ 81.8
Operating earnings margin	8.4%	3.1%	6.0%	5.8%
Adjusted operating earnings margin	13.1%	10.1%	11.2%	10.6%
EARNINGS BEFORE TAXES RECONCILIATION				
Earnings before taxes	\$ 11.3	\$ 0.3	\$ 22.6	\$ 25.7
Total operating earnings adjustments	9.6	14.3	41.2	37.3
Acquisition related costs	(0.5)	—	0.3	—
Total earnings before taxes adjustments	\$ 9.1	\$ 14.3	\$ 41.5	\$ 37.3
Adjusted earnings before taxes	\$ 20.4	\$ 14.6	\$ 64.1	\$ 63.0
NET EARNINGS AND DILUTED NET EARNINGS PER SHARE RECONCILIATION				
Net earnings attributable to Varex	\$ 9.2	\$ 0.2	\$ 16.6	\$ 27.5
Total earnings before taxes adjustments	\$ 9.1	\$ 14.3	\$ 41.5	\$ 37.3
Estimated annual effective tax rate ⁽¹⁾	21.0%	25.3%	22.6%	24.1%
Tax effects of operating earnings adjustments	\$ (1.9)	\$ (3.6)	\$ (9.4)	\$ (9.0)
Non-operational tax adjustments	1.5	—	1.5	(6.1)
Adjusted net earnings	\$ 17.9	\$ 10.9	\$ 50.2	\$ 49.7
Diluted net earnings per share	\$ 0.24	\$ 0.01	\$ 0.43	\$ 0.72
Adjusted diluted net earnings per share	\$ 0.46	\$ 0.29	\$ 1.30	\$ 1.30
Dilutive shares	38.9	38.4	38.6	38.4

(1) Estimated annual effective rate applied excludes certain discrete items including estimated impacts from U.S. tax reform.

Discussion of Adjusted Non-GAAP Financial Measures

This press release includes adjusted non-GAAP financial measures derived from our Condensed Consolidated Statements of Earnings. These measures are not presented in accordance with, nor are they a substitute for U.S. generally accepted accounting principles, or GAAP. These adjusted measures include: adjusted gross margin; adjusted operating earnings; adjusted operating earnings margin; adjusted net earnings; and adjusted net earnings per diluted share. We are providing a reconciliation above of each adjusted financial measure used in this earnings release to the most directly comparable GAAP financial measure. We are unable to provide without unreasonable effort a reconciliation of adjusted guidance measures to the corresponding GAAP measures on a forward-looking basis due to the potential significant variability and limited visibility of the excluded items discussed.

We utilize a number of different financial measures, both GAAP and adjusted, in analyzing and assessing the overall performance of our business, in making operating decisions, and forecasting and planning for future periods. We consider the use of the adjusted measures to be helpful in assessing the performance of the ongoing operation of our business by excluding unusual and one-time costs. We believe that disclosing adjusted financial measures provides useful supplemental data that allows for greater transparency in the review of our financial and operational performance. We also believe that disclosing adjusted financial measures provides useful information to investors and others in understanding and evaluating our operating results and future prospects in the same manner as management and in comparing financial results across accounting periods and to those of peer companies.

Adjustments to GAAP measures include the following items:

Amortization of intangible assets: We do not acquire businesses and assets on a predictable cycle. The amount of purchase price allocated to intangible assets and the term of amortization can vary significantly and are unique to each acquisition or purchase. We believe that excluding amortization of intangible assets allows the users of our financial statements to better review and understand the historic and current results of our operations, and also facilitates comparisons to peer companies.

Purchase price accounting charges to cost of revenues: We may incur charges to cost of revenues as a result of acquisitions. We believe that excluding these charges allows the users of our financial statements to better understand the historic and current cost of our products, our gross margin, and also facilitates comparisons to peer companies.

Separation and related costs: We separated from Varian Medical Systems on January 28, 2017 and incurred non-operational expenses associated with the separation. We believe that excluding separation costs allows the users of our financial statements to better understand the historic and current results of our operations, and also facilitates comparisons to peer companies.

Restructuring charges: We incur restructuring charges that result from events, which arise from unforeseen circumstances and/or often occur outside of the ordinary course of our on-going business. Although these events are reflected in our GAAP financials, these unique transactions may limit the comparability of our on-going operations with prior and future periods.

Acquisition and integration related costs: We incur expenses or benefits with respect to certain items associated with our acquisitions, such as transaction costs, changes in fair value of acquisition related hedges, changes in the fair value of contingent consideration liabilities, gain or expense on settlement of pre-existing relationships, etc. We exclude such expenses or benefits as they are related to acquisitions and have no direct correlation to the operation of our on-going business. We also incur expenses or benefits with respect to certain items associated with our acquisitions, such as integration costs relating to acquisitions for any costs incurred prior to closing and up to 12 months after the closing date of the acquisition.

Impairment charges: We may incur impairment charges that result from events, which arise from unforeseen circumstances and/or often occur outside of the ordinary course of our on-going business and such charges may limit the comparability of our on-going operations with prior and future periods.

Other non-operational costs: Certain items may be non-recurring, unusual, infrequent and directly related to an event that is distinct and non-reflective of the Company's normal business operations. These may include such items as non-ordinary course litigation, legal settlements, environmental settlements, governmental settlements including tax settlements and other items of similar nature.

Non-operational tax adjustments: Certain tax items may be non-recurring, unusual, infrequent and directly related to an event that is distinct and non-reflective of the Company's normal business operations, including the enactment of the Tax Cuts and

Jobs Act in December 2017. These may include such items as the retroactive impact of significant changes in tax laws, including changes to statutory tax rates and one-time tax charges.

Tax effects of operating earnings adjustments: We apply our GAAP consolidated effective tax rate to our adjusted financial measures as our historical annual consolidated effective tax rate has remained fairly consistent, and is expected to remain consistent for the foreseeable future. This application of our effective tax rate excludes any discrete items, as defined in the guidance for accounting for income taxes in interim periods, such as those related to tax reform or any other non-operational tax adjustments.