
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): September 15, 2023

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

Delaware
(State or other jurisdiction
of incorporation)

001-34767
(Commission File Number)

58-1972600
(IRS Employer
Identification Number)

2084 East 3900 South, Salt Lake City, Utah
(Address of principal executive offices)

84124
(Zip Code)

Registrant's telephone number, including area code: (801) 278-5552

N/A
(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:

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$.0001 per share	CLAR	NASDAQ Global Select Market

Item 7.01 Regulation FD Disclosure.

On September 19, 2023, Clarus Corporation (the “Company”) issued a press release confirming its receipt on September 15, 2023 of a non-binding indication of interest from Warren B. Kanders to acquire, through an affiliated entity, the Company’s Precision Sport segment, which is comprised of the Company’s Sierra Bullets, L.L.C. and Barnes Bullets – Mona, LLC subsidiaries. Mr. Kanders is the Company’s Executive Chairman of the Board of Directors. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information set forth under Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of such section, and shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any incorporation by reference language in any such filing, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits. The following Exhibits are filed herewith as a part of this Report:

Exhibit	Description
99.1 104	Press Release dated September 19, 2023 (furnished only) . Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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

Dated: September 19, 2023

CLARUS CORPORATION

By: /s/ Michael J. Yates
Name: Michael J. Yates
Title: Chief Financial Officer



**Clarus Confirms Receipt of Non-Binding Indication of Interest
Regarding Precision Sport Segment**

SALT LAKE CITY, Utah – September 19, 2023 – Clarus Corporation (NASDAQ: CLAR) (“Clarus” and/or the “Company”), a global company focused on the outdoor and consumer enthusiast markets, today confirmed the receipt of a non-binding indication of interest from Warren B. Kanders to acquire the Company’s Precision Sport segment, which is comprised of the Company’s Sierra Bullets, L.L.C. and Barnes Bullets – Mona, LLC subsidiaries, through an affiliated entity (the “Buyer”), for approximately \$160 million on a cash-free, debt-free basis (the “Buyer’s Proposal”), the terms of which are more fully set forth in the complete text of the Buyer’s Proposal, included as Exhibit 1 to Mr. Kanders’ statement of beneficial ownership on Schedule 13D/A as publicly filed on September 18, 2023 with the U.S. Securities and Exchange Commission. Mr. Kanders is the Company’s Executive Chairman of the Board of Directors (the “Board”).

In response to the Buyer’s Proposal, the Board formed a special committee of the Board comprised of independent directors (the “Special Committee”) to review and evaluate the Buyer’s Proposal and any alternative proposals that may be available to the Company, including the possibility of rejecting the Buyer’s Proposal and/or any alternative proposals. The Special Committee has been empowered, among other things, to retain financial advisors and counsel to assist it in its directive from the Board.

Separately, Keith Enlow, President of the Company’s Precision Sport segment, has advised the Company that he will resign his position effective September 29, 2023 in order to pursue other opportunities. Michael J. Yates, the Company’s Chief Financial Officer, will serve as interim President of the Company’s Precision Sport segment until a successor is hired and formally appointed.

There can be no assurance that any definitive agreement will result from the Buyer’s Proposal or that any transaction will be consummated with the Buyer or any other third party. The Company and the Special Committee do not intend to comment further about the Buyer’s Proposal unless and until they deem further disclosure is appropriate.

About Clarus Corporation

Headquartered in Salt Lake City, Utah, Clarus Corporation is a global leading designer, developer, manufacturer and distributor of best-in-class outdoor equipment and lifestyle products focused on the outdoor and consumer enthusiast markets. Our mission is to identify, acquire and grow outdoor “super fan” brands through our unique “innovate and accelerate” strategy. We define a “super fan” brand as a brand that creates the world’s pre-eminent, performance-defining product that the best-in-class user cannot live without. Each of our brands has a long history of continuous product innovation for core and everyday users alike. The Company’s products are principally sold globally under the Black Diamond®, Rhino-Rack®, MAXTRAX®, Sierra®, and Barnes® brand names through outdoor specialty and online retailers, our own websites, distributors, and original equipment manufacturers. Our portfolio of iconic brands is well-positioned for sustainable, long-term growth underpinned by powerful industry trends across the outdoor and adventure sport end markets. For additional information, please visit www.claruscorp.com or the brand websites at www.blackdiamondequipment.com, www.rhinorack.com, www.maxtrax.com.au, www.sierrabullets.com, www.barnesbullets.com, www.pieps.com, or www.goclimb.com.



Forward-Looking Statements

Please note that in this press release we may use words such as “appears,” “anticipates,” “believes,” “plans,” “expects,” “intends,” “future,” and similar expressions which constitute forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are made based on our expectations and beliefs concerning future events impacting the Company and therefore involve a number of risks and uncertainties. We caution that forward-looking statements are not guarantees and that actual results could differ materially from those expressed or implied in the forward-looking statements. Potential risks and uncertainties that could cause the actual results of operations or financial condition of the Company to differ materially from those expressed or implied by forward-looking statements in this release, include, but are not limited to, the Company’s potential responses to the Buyer’s Proposal, the exploration of strategic alternatives by the Company, the potential impact of the Buyer’s Proposal on our business, results of operations, and financial condition, as well as those risks and uncertainties more fully described from time to time in the Company’s public reports filed with the Securities and Exchange Commission, including under the section titled “Risk Factors” in the Company’s Annual Report on Form 10-K, and/or Quarterly Reports on Form 10-Q, as well as in the Company’s Current Reports on Form 8-K. All forward-looking statements included in this press release are based upon information available to the Company as of the date of this press release and speak only as of the date hereof. We assume no obligation to update any forward-looking statements to reflect events or circumstances after the date of this press release.

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