

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): April 21, 2020

CDK Global, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-36486

(Commission File Number)

46-5743146

(I.R.S. Employer Identification Number)

1950 Hassell Road, Hoffman Estates, IL 60169

(Registrant's telephone number, including area code)

(847) 397-1700

(Registrant's Telephone Number, Including Area Code)

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:

- 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, \$0.01 Par Value	CDK	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 (§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.

Item 2.01. Completion of Acquisition or Disposition of Assets.

On June 27, 2019, CDK Global, Inc. (the “Company”) committed to a plan to divest all of the assets of the Company’s former Advertising North America segment and certain assets of its CDK North America segment related to mobile advertising solutions and websites services (collectively, the “Digital Marketing Business”), in order to focus on its core suite of SaaS software and technology solutions for the markets it serves through the CDK North America and CDK International segments. As a result, the assets and liabilities of the Digital Marketing Business were classified as “Held for Sale” and the operating results of the Digital Marketing Business were presented as “Discontinued Operations” in the Company’s Consolidated Financial Statements for the fiscal year ended June 30, 2019 and its subsequent fiscal quarters ended September 30, 2019 and December 31, 2019. On February 20, 2020, the Company announced that it had signed a definitive agreement to sell the Digital Marketing Business to Ansira Partners, Inc. (“Ansira”), a subsidiary of Advent International. The sale closed on April 21, 2020, and on April 22, 2020, the Company announced that it completed the sale of the Digital Marketing Business to Ansira. Total consideration for the transaction consists of a \$24 million note receivable and a 15% equity interest in the combined company. The Company’s press release, dated April 22, 2020, is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.**(b) Pro Forma financial information.**

No pro forma financial statements reflecting the impact of the sale of the Digital Marketing Business are provided in this Current Report on Form 8-K, as the Digital Marketing Business was classified as a discontinued operation in the Company’s consolidated statement of operations for (i) the fiscal year ended June 30, 2019 included in its Annual Report on Form 10-K for the fiscal year ended June 30, 2019 and (ii) the most recently completed fiscal quarter ended December 31, 2019 included in its Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2019 (the “Form 10-Q”), and the assets and liabilities of the Business were reflected as “current assets held for sale” and “current liabilities held for sale”, respectively, in the Company’s consolidated balance sheet for the most recently completed fiscal quarter ended December 31, 2019 included in its Form 10-Q. For more information, see Item 2.01 herein.

(d) Exhibits.

Exhibit Number	Description of Exhibit
99.1	Press Release issued by CDK Global, Inc. on April 22, 2020, announcing the completion of the sale of its Digital Marketing Business
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

CDK Global, Inc.

Date: April 30, 2020

By: /s/ Joseph A. Tautges
Joseph A. Tautges
Executive Vice President, Chief Financial
Officer (principal financial officer)

CDK Global Completes Sale of Its Digital Marketing Business to Ansira Partners, Inc.

HOFFMAN ESTATES, Ill., – April 22, 2020 – CDK Global, Inc. (Nasdaq: CDK) (the “Company” or “CDK”) today announced it has completed the sale of the Company’s Digital Marketing Business to [Ansira Partners, Inc.](#) (“Ansira”). The CDK Digital Marketing Business has been rebranded as Sincro, a subsidiary of Ansira. The sale was completed after meeting customary closing conditions and is comprised of all Digital Marketing Business assets, including all advertising and website solutions.

“The Digital Marketing Business is an industry-leading and customer-focused organization that will continue to grow and innovate with Ansira,” said Brian Krzanich, president and chief executive officer, CDK Global. “I am appreciative of the successes CDK and the Digital Marketing Business experienced together, and I am confident those successes will carry over as we move forward on a new path.”

CDK began the journey to sell the Digital Marketing Business in June of 2019. After a thorough process to evaluate multiple potential buyers, [Ansira was selected](#) in February of 2020.

With the completion of the sale, Ansira has assumed all Digital Marketing customer contracts from CDK.

The terms of the transaction were not disclosed.

About CDK Global, Inc.

With \$2 billion in revenues, CDK Global (Nasdaq: CDK) is a leading global provider of integrated information technology solutions to the automotive retail and adjacent industries. Focused on enabling end-to-end automotive commerce, CDK Global provides solutions to dealers in more than 100 countries around the world, serving approximately 30,000 retail locations and most automotive manufacturers. CDK solutions automate and integrate all parts of the dealership and buying process, including the acquisition, sale, financing, insuring, parts supply, repair and maintenance of vehicles. Visit cdkglobal.com.

Safe Harbor for Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact, including: any other statements in this press release regarding the transaction between the Company, Ansira, and Advent; the Company’s business outlook; other plans; objectives; forecasts; goals; beliefs; business strategies; future events; business conditions; results of operations; financial position and business outlook and trends; and other information, may be forward-looking statements. Words such as "might," "will," "may," "could," "should," "estimates," "expects," "continues," "contemplates," "anticipates," "projects," "plans," "potential," "predicts," "intends," "believes," "forecasts," "future," "assumes," and variations of such words or similar expressions are intended to identify forward-looking statements. These statements are based on management's expectations and assumptions and are subject to risks and uncertainties that may cause actual results to differ materially from those expressed, or implied by, these forward-looking statements.

Factors that could cause actual results to differ materially from those contemplated by the forward-looking statements include: the Company's success in obtaining, retaining and selling additional services to customers; the pricing of the Company's products and services; overall market and economic conditions, including interest rate and foreign currency trends, and technology trends; adverse global economic conditions and credit markets and volatility in the countries in which we do business; disruptions to such overall market and economic conditions and interruptions to the Company's business operations from natural disasters, such as fires, floods, earthquakes, and hurricanes, and pandemics or outbreaks of disease or similar public health concerns, such as the COVID-19 pandemic, or fears of such events, auto sales and related industry changes; competitive conditions; changes in regulation; changes in technology, security breaches, interruptions, failures and other errors involving the Company's systems; availability of skilled technical employees/labor/personnel; the impact of new acquisitions and divestitures; employment and wage levels; availability of capital for the payment of debt service obligations or dividends or the repurchase of shares; any changes to the Company's credit ratings and the impact of such changes on financing costs, rates, terms, debt service obligations, access to capital market and working capital needs; the impact of the Company's indebtedness, access to cash and financing, and ability to secure financing, or financing at attractive rates; the onset of or developments in litigation involving contract, intellectual property, competition, shareholder, and other matters, and governmental investigations; and the ability of the Company's significant stockholders and their affiliates to significantly influence the Company's decisions or cause it to incur significant costs.

There may be other factors that may cause the Company's actual results, performance or achievements to differ materially from those expressed in, or implied by, the forward-looking statements. The Company gives no assurances that any of the events anticipated by the forward-looking statements will occur or, if any of them do, what impact they will have on its results of operations and financial condition. You should carefully read the factors described in the Company's reports filed with the Securities and Exchange Commission ("SEC"), including those discussed under "Part I, Item 1A. Risk Factors" in its most recent Annual Report on Form 10-K for a description of certain risks that could, among other things, cause the Company's actual results to differ from any forward-looking statements contained herein. These filings can be found on the Company's website at www.cdkglobal.com and the SEC's website at www.sec.gov.

All forward-looking statements speak only as of the date of this press release even if subsequently made available by the Company on its website or otherwise. The Company disclaims any obligation to update or revise any forward-looking statements that may be made to reflect new information or future events or circumstances that arise after the date made or to reflect the occurrence of unanticipated events, other than as required by law.

Contacts:

Media Contact:

Roxanne Pipitone
Senior Director, Global Corporate Communications
847.485.4423
roxanne.pipitone@cdk.com

Investor Relations Contact:

Julie Schlueter
Director, Investor Relations
847.485.4643
julie.schlueter@cdk.com
