IRON MOUNTAIN INC
Form 8-K
September 10, 2015

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 10, 2015**

IRON MOUNTAIN INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware	**1-13045**	**23-2588479**
(State of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

One Federal Street

Boston, Massachusetts 02110

(Address of principal executive offices)

Registrant s telephone number, including area code: **(617) 535-4766**

Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the reporting obligation of the registrant under any of the following provisions:

o Written communications pursuant to Rule 425 under the Securities Act

x Soliciting material pursuant to Rule 14a-12 of the Exchange Act

o Pre-commencement communications pursuant to Rule 14d-2(b) Exchange Act

o Pre-commencement communications pursuant to Rule 13e-4(c) Exchange Act

Item 7.01 **Regulation FD Disclosure.**

On September 10, 2015, Iron Mountain Incorporated (the Company) will post on its website, www.ironmountain.com, under Company Investors, an investor presentation (the Investor Presentation) and issue a press release. A copy of the Investor Presentation to be posted by the Company is furnished as Exhibit 99.1 hereto and a copy of the press release is furnished as Exhibit 99.2.

Item 8.01. **Other Events**

On September 10, 2015, the Company will issue a press release and post the Investor Presentation to its website, neither of which are incorporated herein by reference.

Item 9.01. **Financial Statements and Exhibits**

Exhibit 99.1	Investor Presentation dated September 10, 2015. (*Furnished herewith*)
Exhibit 99.2	Press release dated September 10, 2015. (*Furnished herewith*)

Important Information and Where to Find It

Iron Mountain has filed with the Securities and Exchange Commission (the SEC) a proxy statement in connection with the approval of the issuance of Iron Mountain common stock to Recall shareholders. Equivalent information will be included in the scheme booklet that Recall will prepare and, following approval from the Australian Court, dispatch to its shareholders in connection with the scheme meeting at which Recall shareholders will consider whether or not to support the acquisition of Recall by Iron Mountain by way of scheme of arrangement. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS, IF AND WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT IRON MOUNTAIN, RECALL, THE SCHEME IMPLEMENTATION DEED AND THE SCHEME OF ARRANGEMENT. Investors and security holders will be able to obtain these materials (if and when they are available) and other documents filed by Iron Mountain with the SEC free of charge at the SEC s website, www.sec.gov, and those documents released by Recall to the Australian Securities Exchange (ASX) announcements platform free of charge at ASX s website, www.asx.com.au. In addition, stockholders will be able to obtain copies of the proxy statement and other documents filed with the SEC from Iron Mountain s website at www.ironmountain.com or by directing such request to Iron Mountain at Iron Mountain Incorporated, One Federal Street, Boston, Massachusetts 02110, Attention: Investor Relations.

Participants in Potential Solicitation

Iron Mountain and certain of its respective directors, executive officers and other persons may be deemed to be participants in the anticipated solicitation of proxies in respect of the vote that would be required by Iron Mountain s shareholders in connection with the issuance of Iron Mountain common stock as contemplated by the Scheme Implementation Deed. Information regarding Iron Mountain s directors and executive officers is available in Iron Mountain s proxy statement filed with the SEC on April 13, 2015 in connection with its 2015 annual meeting of

stockholders. Other information regarding persons who may be deemed participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement and other relevant materials to be filed with the SEC.

Forward-looking Statements

Certain statements contained in this communication may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, the projections, the synergies and statements regarding our operations, economic performance, financial condition, goals, beliefs, future growth strategies, investment objectives, plans and current expectations, including anticipated 2015 investments and targeted internal rates of return, the opportunity to create value by acquiring leased space, the estimated range of our dividends, the expected timing of the transaction and the completion of the potential Scheme

of Arrangement with Recall Holdings Limited (Recall), the benefits of the potential Scheme of Arrangement, including anticipated future financial and operating results, potential synergies, timing to realize synergies, Recall s and Iron Mountain s anticipated dividend payments, expectations relating to future equity and debt issuances by Iron Mountain and the combined company s plans, objectives, expectations and other statements that are not historical facts. Such statements are based on the views and assumptions of the management of Iron Mountain and are subject to significant risks and uncertainties. Actual future events or results may differ materially from these statements. Such differences may result from the following factors: (i) our expected dividends may be materially different from our estimates; (ii) the cost to comply with current and future laws, regulations and customer demands relating to privacy issues; (iii) the impact of litigation or disputes that may arise in connection with incidents in which we fail to protect our customers information; (iv) changes in the price for our storage and information management services relative to the cost of providing such storage and information management services; (v) changes in customer preferences and demand for our storage and information management services; (vi) the adoption of alternative technologies and shifts by our customers to storage of data through non-paper based technologies; (vii) the cost or potential liabilities associated with real estate necessary for our business; (viii) the performance of business partners upon whom we depend for technical assistance or management expertise outside the U.S.; (ix) changes in the political and economic environments in the countries in which our international subsidiaries operate; (x) claims that our technology violates the intellectual property rights of a third party; (xi) changes in the cost of our debt; (xii) the impact of alternative, more attractive investments on dividends; (xiii) our ability to qualify or remain qualified for taxation as a real estate investment trust (REIT); (xiv) our ability or inability to complete acquisitions on satisfactory terms and to integrate acquired companies efficiently; (xv) the ability to close the transaction with Recall on the terms and within the anticipated time period, or at all, which is dependent on the parties ability to satisfy certain closing conditions, including the receipt of governmental approvals; (xvi) the risk that the benefits of the potential transaction with Recall, including potential cost synergies and other synergies (including tax synergies), may not be fully realized or may take longer to realize than expected; (xvii) the impact of the transaction with Recall on third-party relationships; (xviii) actions taken by either Iron Mountain or Recall; and (xix) changes in regulatory, social and political conditions, as well as general economic conditions. Additional risks and factors that may affect results are set forth in Iron Mountain s filings with the Securities and Exchange Commission (SEC), including Iron Mountain s Annual Report on Form 10-K for the fiscal year ending December 31, 2014, and Recall s filings with the Australian Stock Exchange (ASX), including Recall s Annual Report for the fiscal year ending June 30, 2015; Iron Mountain s current report on Form 8-K, filed with the SEC on May 7, 2015 and Iron Mountain s quarterly report on From 10-Q filed with the SEC on July 30, 2015.

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.

IRON MOUNTAIN INCORPORATED

Date: September 10, 2015

By: /s/ Ernest W. Cloutier
Ernest W. Cloutier
Executive Vice President, U.S. Federal, Security and Legal

Exhibit Index

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