Section 1: 6-K (FORM 6-K)
Announcement of Pricing of Private Offering

On October 25, 2019, Clarivate Analytics Plc issued the press release attached hereto as Exhibit 99.1.

No Incorporation by Reference

This Report on Form 6-K shall not be deemed to be incorporated by reference into the company’s registration statement on Form S-8 (Registration No. 333-231405).

Exhibits

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Exhibit 99.1

Clarivate Analytics Announces Upsizing and Pricing of Private Offering of Senior Secured Notes

London, UK, and Philadelphia, US, October 25, 2019—Clarivate Analytics Plc (“Clarivate”) (NYSE: CCC; CCC.WS) announced today the upsizing and pricing of its previously announced private offering of senior secured notes due 2026, consisting of $700 million in aggregate principal amount of 4.50% Senior Secured Notes due 2026 (the “Notes”). The aggregate principal amount of Notes to be issued in the offering was increased to $700 million from $500 million. Interest on the Notes will be payable semi-annually on May 1 and November 1 of each year, beginning on May 1, 2020. The Notes will mature on November 1, 2026. The Notes will be issued by Camelot Finance S.A., an indirect wholly-owned subsidiary of Clarivate, will be secured on a first-lien pari passu basis with borrowings under Clarivate’s new $1.15 billion senior secured credit facility (the “Credit Facility”), and will be guaranteed on a joint and several basis by certain of Clarivate’s subsidiaries. The Credit Facility is expected to consist of a $900 million term loan, expected to be fully drawn at closing, and a $250 million revolving credit facility, expected to be undrawn at closing. The sale of the Notes is expected to be consummated on October 31, 2019, conditioned upon the substantially concurrent closing of the Credit Facility and subject to customary closing conditions.

Clarivate intends to use the net proceeds from the offering of Notes, together with proceeds from the Credit Facility, to refinance all amounts outstanding under its existing credit facility, to redeem its 7.875% Senior Notes due 2024 and pay fees and expenses related to the foregoing, and to fully fund its $200 million payment obligation under the agreement terminating its tax receivable agreement, as previously announced on August 22, 2019. Any remaining proceeds will be used for general corporate purposes.

The offering of Notes was made in a private transaction in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), only to investors who are reasonably believed to be “qualified institutional buyers,” as that term is defined in Rule 144A under the Securities Act, and to non-U.S. persons outside of the United States pursuant to Regulation S under the Securities Act. The Notes have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States without registration or an applicable exemption from the registration requirements.

This press release does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of any Notes in any jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Forward-Looking Statements

This press release contains “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. These statements, which express management’s current views concerning future business, events, trends, contingencies, financial performance, or financial condition, are neither historical facts nor assurances of future performance. Instead, they are based only on management’s current beliefs, expectations, and assumptions regarding Clarivate’s ability to consummate the financing transactions discussed above, the future of our business, future plans and strategies, projections, anticipated events and trends, the economy, and other future conditions. Because forward-looking statements relate to the future, they are difficult to predict and many are outside of our control. Important factors that could cause our actual results and financial condition to differ materially from those indicated in the forward-looking statements are more fully discussed under the caption “Risk Factors” in the proxy statement/prospectus as filed with the U.S. Securities and Exchange Commission (“SEC”) on April 26, 2019 (File No. 333-229899), along with our other filings with the SEC. However, those factors should not be considered a complete statement of all potential risks and uncertainties. Forward-looking statements are based only on information currently available to our management and speak only as of the date of this press release. We do not assume any obligation to publicly provide revisions or updates to any forward-looking statements, whether as a result of new information, future developments or otherwise, should circumstances change, except as otherwise required by securities
and other applicable laws.
About Clarivate Analytics

Clarivate Analytics™ is a global leader in providing trusted insights and analytics to accelerate the pace of innovation. We have built some of the most trusted brands across the innovation lifecycle, including Web of Science™, Cortellis™, Derwent™, CompuMark™, MarkMonitor™ and Techstreet™. Today, Clarivate Analytics is on a bold entrepreneurial mission to help customers reduce the time from new ideas to life-changing innovations.

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