

## Section 1: 425 (425)

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Filer: Essendant Inc.  
Subject Company: Essendant Inc.  
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April 12, 2018

Dear Valued Partner,

This morning, Essendant announced that we have agreed to combine with Genuine Parts Company's S.P. Richards business to create a stronger, more competitive national business products distributor. This is an exciting step for us, and we wanted to reach out and share our perspective on what this opportunity means for Essendant and our suppliers.

We have been hard at work evolving our business amid the rapidly changing landscape facing our industry. Today's announcement represents a major step in that effort, and we are excited about the opportunities that combining with S.P. Richards will create to support our partners, invest in our business and ensure the long-term strength of the channels we serve.

We believe this combination will directly benefit customers in several ways, including:

- Greater resources to support and partner with the independent dealer channel and resellers in other sales channels, and to invest to drive enhanced value for customers, consumers and shareholders;
- Optimized product assortment of branded and private-label products across a broad set of categories;
- Enhanced capability to develop and offer innovative solutions to our customers, including value-added marketing and analytics to drive demand; and
- Consolidated distribution network with greater efficiencies throughout the entire supply chain.

We are confident that our suppliers will experience significant benefits from this transaction, including:

- Improved, long term industry dynamics to support a more competitive independent reseller channel; and
- Operational efficiencies from dealing with one, stronger partner better able to work with resellers to drive consumer demand.

As we combine the best of Essendant and S.P. Richards' product assortments, distribution networks, operations and practices, our relationships with our valued partners remain of the utmost importance to us. Ric Phillips will remain CEO and Janet Zelenka will remain CFO of the combined company, which will be called Essendant. We will be joined by Ric Toppin, S.P. Richards' President and CEO, who will become COO. We look forward to being a financially stronger, more competitive partner for you as we continue working together.

Importantly, today's news is just the first step as we begin the approval and integration process. As such, we do not expect any changes in the near term. When the transaction closes, which is expected before the end of 2018, the combined company will be led by a blended team of current Essendant and S.P. Richards leaders focused on leveraging the best of both our businesses. Until then, Essendant and S.P. Richards will continue to operate as separate businesses, and your point of contact at Essendant will remain the same.

As always, thank you for your continued partnership. We will keep you informed of any developments as appropriate, but in the meantime, please feel free to reach out with any questions.

Sincerely,

**Ric Phillips**  
Essendant CEO

**Keith Dougherty**  
Essendant SVP Merchandising, Inventory, Pricing

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### Cautionary Statement

This communication contains forward-looking statements, including statements regarding the proposed business combination transaction between Essendant Inc. (“Essendant”) and Genuine Parts Company (“GPC”) in which GPC will separate its Business Products Group and combine this business with Essendant. From time to time, oral or written forward-looking statements may also be included in other information released to the public. These forward-looking statements are intended to provide management’s current expectations or plans for our future operating and financial performance, based on assumptions currently believed to be valid. Forward-looking statements often contain words such as “expects,” “anticipates,” “estimates,” “intends,” “plans,” “believes,” “seeks,” “will,” “is likely to,” “scheduled,” “positioned to,” “continue,” “forecast,” “predicting,” “projection,” “potential” or similar expressions. Forward-looking statements may include references to goals, plans, strategies, objectives, projected costs or savings, anticipated future performance, results, events or transactions of Essendant or the combined company following the proposed transaction, the anticipated benefits of the proposed transaction, including estimated synergies, the expected timing of completion of the transaction and other statements that are not strictly historical in nature. These forward-looking statements are based on management’s current expectations, forecasts and assumptions. This means they involve a number of risks and uncertainties that could cause actual results to differ materially from those expressed or implied here, including but not limited to: the ability of Essendant and GPC to receive the required regulatory approvals for the proposed transaction and approval of Essendant’s stockholders and to satisfy the other conditions to the closing of the transaction on a timely basis or at all; the occurrence of events that may give rise to a right of one or both of Essendant and GPC to terminate the merger agreement; negative effects of the announcement or the consummation of the transaction on the market price of Essendant’s common stock and/or on its business, financial condition, results of operations and financial performance; risks relating to the value of the Essendant shares to be issued in the transaction, significant transaction costs and/or unknown liabilities; the possibility that the anticipated benefits from the proposed transaction cannot be realized in full or at all or may take longer to realize than expected; risks associated with contracts containing consent and/or other provisions that may be triggered by the proposed transaction; risks associated with transaction-related litigation; the possibility that costs or difficulties related to the integration of the businesses will be greater than expected; and the ability of the combined company to retain and hire key personnel. There can be no assurance that the proposed transaction or any other transaction described above will in fact be consummated in the manner described or at all. Stockholders, potential investors and other readers are urged to consider these risks and uncertainties in evaluating forward-looking statements and are cautioned not to place undue reliance on the forward-looking statements. For additional information on identifying factors that may cause actual results to vary materially from those stated in forward-looking statements, please see Essendant’s and GPC’s reports on Forms 10-K, 10-Q and 8-K filed with or furnished to the U.S. Securities and Exchange Commission (the “SEC”) and other written statements made by Essendant and/or GPC from time to time. The forward-looking information herein is given as of this date only, and neither Essendant nor GPC undertakes any obligation to revise or update it.

### Additional Information

In connection with the proposed transaction, Essendant will file with the SEC a registration statement on Form S-4 containing a proxy statement/prospectus of Essendant and Rhino SpinCo, Inc., a wholly-owned subsidiary of GPC created for the proposed transaction (“SpinCo”), will file with the SEC a registration statement on Form 10. **INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE REGISTRATION STATEMENTS, THE PROXY STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** Investors and security holders will be able to obtain the registration statements and the proxy statement/prospectus free of charge from the SEC’s website or from Essendant or GPC. The documents filed by Essendant with the SEC may be obtained free of charge at Essendant’s website at [www.essendant.com](http://www.essendant.com), at the SEC’s website at [www.sec.gov](http://www.sec.gov) or by contacting Essendant’s Investor Relations Department at (847) 627-2900. The documents filed by SpinCo with the SEC may be obtained free of charge at GPC’s website at [www.genpt.com](http://www.genpt.com), at the SEC’s website at [www.sec.gov](http://www.sec.gov) or by contacting GPC’s Investor Relations Department at (678) 934-5000.

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### **Participants in the Solicitation**

Essendant, GPC and their respective directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information about Essendant's directors and executive officers is available in Essendant's proxy statement for its 2017 annual meeting of stockholders, which was filed with the SEC on April 12, 2017, its Annual Report on Form 10-K for the year ended December 31, 2017, which was filed with the SEC on February 21, 2018, and its Current Reports on Form 8-K, which were filed with the SEC on May 2, 2017, June 13, 2017, July 17, 2017, October 25, 2017, December 28, 2017 and March 8, 2018. Information about GPC's directors and executive officers is available in GPC's proxy statement for its 2018 annual meeting of shareholders, which was filed with the SEC on February 27, 2018. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the registration statements, the proxy statement/prospectus and other relevant documents to be filed with the SEC regarding the proposed transaction.

### **No Offer or Solicitation**

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

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