
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): **June 6, 2014**

ACME UNITED CORPORATION

(Exact name of registrant as specified in its charter)

Connecticut
(State or other jurisdiction of incorporation or
organization)

001-07698
(Commission file number)

06-0236700
(I.R.S. Employer
Identification No.)

60 Round Hill Road, Fairfield, Connecticut
(Address of principal executive offices)

06824
(Zip Code)

Registrant's telephone number, including area code: **(203) 254-6060**

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))
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Item 1.01. Entry into a Material Definitive Agreement

On June 2, 2014, Acme United Corporation, a Connecticut corporation (the “Company”), and First Aid Only, Inc., a Washington corporation (the “Seller”), entered into an Asset Purchase Agreement (the “Purchase Agreement”) pursuant to which the Company agreed to purchase substantially all of the Seller’s assets related to its first aid and industrial safety kit business (the “Business”) (the “Transaction”). The purchased assets include inventory, equipment, accounts receivable, patents, trademarks, other intellectual property and goodwill.

The parties also consummated the Transaction on June 2, 2014. At closing the Company paid \$13,800,000 in cash to the Seller. Of that amount, \$690,000 was deposited into escrow with a national bank and will remain in escrow for a period of 12 months following closing as a non-exclusive source to satisfy the Seller’s indemnification and reimbursement obligations to the Company under the Purchase Agreement. In addition, the Company will assume certain obligations and liabilities related to the Business. The Company utilized funds borrowed under its revolving credit facility with HSBC Bank to make payment of the purchase price to the Seller.

The Company and Mark Miller, President of the Seller, have entered into a one-year Employment Agreement, effective at Closing, pursuant to which Mr. Miller has joined the management team responsible for the Business. Mr. Miller has also entered into a Non-Competition and Confidentiality Agreement with the Company, which is effective during the term of his employment by the Company and for a period of five years thereafter.

The Purchase Agreement contains customary representations, warranties, covenants and agreements of the parties

Prior to closing, the Company and the Seller had no material relationship other than in respect of the Purchase Agreement.

On June 2, 2014, the Company issued a press release announcing the Transaction, a copy of which is filed herewith as Exhibit 99.1.

Item 2.01 Completion of Acquisition or Disposition of Assets.

As described in Item 1.01 above, the Closing of the Transaction occurred on June 2, 2014. The information set forth in Item 1.01 is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated June 2, 2014.

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.

ACME UNITED CORPORATION

By _____ /s/ Walter C. Johnsen
Walter C. Johnsen
Chairman and
Chief Executive Officer

Dated: June 6, 2014

By _____ /s/ Paul G. Driscoll
Paul G. Driscoll
Vice President and
Chief Financial Officer

Dated: June 6, 2014

ACME UNITED CORPORATION

NEWS RELEASE

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Fairfield, CT 06824

FOR IMMEDIATE RELEASE June 2, 2014

ACME UNITED CORPORATION ACQUIRES ASSETS OF FIRST AID ONLY, INC

FAIRFIELD, CONN. – June 2, 2014 – Acme United Corporation (NYSE MKT:ACU) today announced that it has acquired the assets of First Aid Only, Inc, based in Vancouver, WA, for \$13.8 million in cash. First Aid Only had revenues in 2013 of \$17.3 million and is expected to be accretive during 2014.

First Aid Only is a supplier of Smart Compliance® first aid kits, refills, and safety products that meet regulatory requirements for a broad range of industries. The company pioneered consultative selling and support of first aid items to large corporate customers, and is recognized as an innovative leader in the safety products industry. It employs 100 people.

Acme United has been in the first aid business for over 40 years, currently selling under the PhysiciansCare and Pac-Kit brands. It has a strong product offering, and a customer base of safety and industrial distributors, service fleets, mass market retailers, and the office supply industry.

Walter C. Johnsen, Chairman and CEO, said “The first aid and safety market has been growing due to corporate emphasis on the safety of employees, regulations that require first aid kits, and new products that control bleeding and treat burns. Combined first aid, safety, and over the counter medications revenues at Acme United are expected to be approximately \$40 million in 2014.”

Mr. Johnsen added that Acme United’s traditional office supply customers are embracing sales of first aid and safety products to broaden their offerings beyond traditional office supplies, and that this portion of our business has had significant growth for the company.

ACME UNITED CORPORATION is a leading worldwide supplier of innovative cutting, measuring and safety products to the school, home, office, hardware and industrial markets. Its leading brands include Westcott®, Clauss®, Camillus®, PhysiciansCare® and Pac-Kit®.

Forward-looking statements in this report, including without limitation, statements related to the Company’s plans, strategies, objectives, expectations, intentions and adequacy of resources, are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Investors are cautioned that such forward-looking statements involve risks and uncertainties including, without limitation, the following: (i) the Company’s plans, strategies, objectives, expectations and intentions are subject to change at any time at the discretion of the Company; (ii) the impact of current uncertainties in global economic conditions and the ongoing financial crisis affecting the domestic and foreign banking system and financial markets, including the impact on the Company’s suppliers and customers (iii) currency fluctuations (iv) the Company’s plans and results of operations will be affected by the Company’s ability to manage its growth, including its ability to integrate successfully companies which it may acquire from time to time and (v) other risks and uncertainties indicated from time to time in the Company’s filings with the Securities and Exchange Commission.

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