

**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): January 14, 2020**

**COMPUTER TASK GROUP, INCORPORATED**

(Exact name of registrant as specified in its charter)

**New York**  
(State or other jurisdiction  
of incorporation)

**1-9410**  
(Commission  
File Number)

**16-0912632**  
(IRS Employer  
Identification No.)

**800 Delaware Avenue, Buffalo, NY**  
(Address of principal executive offices)

**14209**  
(Zip Code)

**Registrant's telephone number, including area code: (716) 882-8000**

**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 exchange on which registered
Common Stock, \$.01 par value	CTG	The NASDAQ Stock Market LLC

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.

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**Item 7.01 Regulation FD Disclosure.**

On January 14, 2020, Computer Task Group, Incorporated issued a press release, a letter to employees and a letter to customers in response to Assurance Global Services LLC's unsolicited proposal to acquire all of the Company's outstanding common stock. The Company's press release, letter to employees and letter to customers are attached as Exhibit 99.1, 99.2 and 99.3 to this Current Report on Form 8-K and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits**

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press Release, dated January 14, 2020.</a>
99.2	<a href="#">Letter to Employees of the Company, dated January 14, 2020</a>
99.3	<a href="#">Letter to Customers of the Company, dated January 14, 2020</a>

**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.

Date: January 14, 2020

**COMPUTER TASK GROUP,  
INCORPORATED**

By: /s/ Peter P. Radetich

Peter P. Radetich

Senior Vice President, General Counsel &  
Secretary



## **CTG Confirms Receipt of New Unsolicited Proposal from Assurance Global Services**

**BUFFALO, N.Y., January 14, 2020** – CTG (NASDAQ: CTG), a leading provider of information technology (IT) solutions and services in North America and Western Europe, today confirmed that it has received a new unsolicited proposal from Assurance Global Services LLC (AGS) to acquire the Company for \$7.00 per share in cash.

Consistent with its fiduciary duties, CTG’s Board of Directors, in consultation with its advisors, will carefully review and evaluate the new proposal in the context of CTG’s strategic plan to determine the course of action that it believes is in the best interests of the Company and its stakeholders. CTG advises its shareholders to take no action at this time pending completion of the review of the proposal by CTG’s Board. Members of CTG’s Board and senior management team have held a number of discussions with AGS over the past several months to better understand their views.

CTG’s Board and management team have continued to successfully execute a strategic plan to bolster profitable growth by transforming CTG to a more solutions-centric, higher-margin business. CTG’s Board is confident in the significant opportunities ahead and management’s ability to drive substantial additional value for the Company’s shareholders. CTG looks forward to presenting its 2019 fourth quarter and full year results, and outlook for 2020 in the coming weeks.

Raymond James is serving as financial advisor to CTG, and Baker & McKenzie LLP is serving as legal counsel to the Company.

### **About CTG**

CTG has established a reputation for responsiveness and reliability—traits that our clients say set us apart—since our founding in 1966. Today, we provide comprehensive information, technology, and business solutions that address critical challenges for clients in high-growth industries in North America and Western Europe. Backed by a proven track record of reliable delivery, CTG fosters long-term client relationships and trust, which allows us to develop strategic insights that maximize client investments and competitive advantage. CTG has operations in North America, Western Europe, and India. The Company regularly posts news and other important information online at [www.ctg.com](http://www.ctg.com).

### **Forward-Looking Statements**

This press release contains “forward-looking statements” within the meaning of applicable federal securities law, and generally includes words such as “believes,” “expects,” “intends,” “anticipates,” “estimates” and similar expressions. The Company can give no assurance that any actual or future results or events discussed in these statements will be achieved. Any forward-looking statements represent the Company’s views only as of today and should not be relied upon as representing the Company’s views as of any subsequent date. Actual results could differ materially from the outlook, guidance, expectations, and other forward-looking statements as a result of a number of factors, including among others, the availability to the Company of qualified professional staff, domestic and foreign industry competition for clients and talent, including technical, sales and management personnel, increased bargaining power of large clients, the Company’s ability to protect confidential client data, the partial or complete loss of the revenue the Company generates from International Business Machines Corporation (IBM) and/or SDI International

(SDI), the ability to integrate businesses when acquired and retain their clients while achieving cost reduction targets, the uncertainty of clients' implementations of cost reduction projects, the effect of healthcare reform and initiatives, the mix of work between staffing and solutions, currency exchange risks, risks associated with operating in foreign jurisdictions, renegotiations, nullification, or breaches of contracts with clients, vendors, subcontractors or other parties, the change in valuation of capitalized software balances, the impact of current and future laws and government regulation, as well as repeal or modification of such, affecting the information technology (IT) solutions and staffing industry, taxes and the Company's operations in particular, industry and economic conditions, including fluctuations in demand for IT services, consolidation among the Company's competitors or clients, the need to supplement or change our IT services in response to new offerings in the industry or changes in client requirements for IT products and solutions, the risks associated with acquisitions, the negative effects of actions of activist shareholders and other factors that involve risk and uncertainty including those listed in the Company's reports filed with the Securities and Exchange Commission as of the date of this document. Such forward-looking statements should be read in conjunction with the Company's disclosures set forth in the Company's 2018 Form 10-K, which is incorporated by reference, and other reports that may be filed from time to time with the Securities and Exchange Commission. The Company assumes no obligation to update the forward-looking information contained in this release.

**Contacts**

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January 14, 2020

As part of our commitment to keeping you informed, I am writing to update you on a recent development at CTG. Moments ago, we issued a press release confirming that CTG has received a new unsolicited proposal from Assurance Global Services LLC (AGS) to acquire the Company for \$7.00 per share in cash. A copy of our press release in response is attached.

As the CTG Board of Directors did with AGS' prior proposals, consistent with its fiduciary duties and in consultation with its advisors, our Board will carefully review and evaluate AGS' new proposal. The Board is committed to doing what is in the best interest of our company and all CTG stakeholders. The Board expects to respond to the AGS proposal in due course, and we will update you following this review.

This situation is likely to generate increased interest in our company and it is important that we not get distracted. As I have emphasized previously, it continues to be business as usual for all of us at CTG. Thanks to your hard work, our company made tremendous progress on our transformation to become a more solutions-centric business and I am confident that with your continued dedication we will achieve even greater success. We are counting on all of you to continue bringing our clients the high-value IT solutions and services they have come to expect from us.

This announcement may create media interest and it is important that we continue to speak with one voice. Consistent with company policy, if you receive any inquiries from shareholders or analysts please forward them immediately to John Laubacker at [John.Laubacker@ctg.com](mailto:John.Laubacker@ctg.com). Inquiries from media should be sent to Amanda LeBlanc at [Amanda.LeBlanc@ctg.com](mailto:Amanda.LeBlanc@ctg.com).

Thank you for your continued hard work and dedication to CTG.

Regards,

Filip J. L. Gydé  
President and CEO

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January 14, 2020

Dear Valued Client,

As you may have seen, CTG today announced that it has received a new unsolicited proposal from one of its shareholders, Assurance Global Services LLC (AGS), to acquire the Company for \$7.00 per share in cash. A copy of the press release we just issued in response is attached.

As the CTG Board of Directors did with AGS' prior proposals, consistent with its fiduciary duties and in consultation with its advisors, the CTG Board will carefully review and consider AGS' new proposal to determine the course of action that it believes is in the best interest of the Company and CTG stakeholders. The Board expects to respond to the AGS proposal in due course, and we will update you following this review.

Until then, please be assured that today's news will have no impact on our operations or how we conduct business with you. We remain focused on meeting and exceeding your needs. You can continue to expect the same high-value IT solutions and services that you have come to rely on from CTG.

I understand that you may have questions about this announcement. Please reach out to me at [Filip.gyde@ctg.com](mailto:Filip.gyde@ctg.com), or our CFO, John Laubacker, at [john.laubacker@ctg.com](mailto:john.laubacker@ctg.com).

You have been an important part of CTG's success and we look forward to continuing and building our relationship. Thank you for your business and continued support.

Sincerely,

Filip J. L. Gydé  
President and CEO



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