

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): April 23, 2014

Proto Labs, Inc.

(Exact name of registrant as specified in its charter)

Minnesota

(State or other jurisdiction

of incorporation)

001-35435

(Commission File Number)

41-1939628

(IRS Employer

Identification Number)

5540 Pioneer Creek Drive
Maple Plain, Minnesota

(Address of principal executive offices)

55359

(Zip Code)

Registrant's telephone number, including area code:

(763) 479-3680

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))
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Item 7.01. Regulation FD Disclosure.

On April 24, 2014, Proto Labs, Inc. (the “Company”) issued a press release announcing its entry into a Stock Purchase Agreement (the “Agreement”) relating to its purchase of FineLine Prototyping, Inc. (“FineLine”). This press release is furnished as Exhibit 99.1 hereto pursuant to Item 7.01 of this Current Report on Form 8-K, and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under Section 18 of the Exchange Act. Furthermore, the information contained in Exhibit 99.1 shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended, or the Exchange Act.

Item 8.01. Other Events.

On April 23, 2014, the Company entered into the Agreement by and among itself and Robert I. Connelly and Michael C. Goff (collectively, the “Sellers”). The Company consummated the transactions contemplated thereby on the same date and acquired all of the outstanding shares of capital stock of FineLine from the Sellers. FineLine is a provider of additive manufacturing services.

The Company paid the Sellers aggregate consideration of \$34 million in cash at the closing for the shares of FineLine, which amount is subject to adjustment based on FineLine’s indebtedness and net working capital as of the closing date and FineLine’s expenses in connection with the transactions contemplated by the Agreement. The Agreement also provides that the Company will pay the Sellers up to an additional \$3 million in cash if FineLine’s revenue for 2014 exceeds certain amounts and if certain milestones relating to the integration of FineLine’s and the Company’s businesses are achieved within certain timeframes, none of which extend beyond 24 months after the date of the Agreement.

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

99.1 Press release of Proto Labs, Inc. dated April 24, 2014, announcing the purchase of FineLine Prototyping, Inc.

SIGNATURE

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.

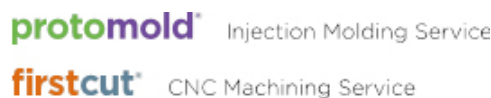
Proto Labs, Inc.

Date: April 24, 2014

By: /s/ Victoria M. Holt
Victoria M. Holt
President and Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>	<u>Manner of Filing</u>
99.1	Press release of Proto Labs, Inc. dated April 24, 2014, announcing the purchase of FineLine Prototyping, Inc.	Filed electronically



Proto Labs, Inc. Launches New Additive Manufacturing Service

Proto Labs acquires FineLine Prototyping to jump-start entry into additive manufacturing service business

MAPLE PLAIN, Minn.—(BUSINESS WIRE)—April 24, 2014—Proto Labs, Inc. (NYSE: PRLB), a leading online and technology-enabled quick-turn manufacturer, has announced today the launch of its additive manufacturing service through the acquisition of privately held FineLine Prototyping, Inc. a leading provider of additive manufacturing services.

The addition of additive manufacturing expands Proto Labs services to address a wider spectrum of need for the product developer. From concept models, to form and fit testing, to functional testing and short-run production, no other company can supply a broader range of quick-turn custom parts with the speed, reliability and consistency of Proto Labs.

FineLine, based in Raleigh, North Carolina, offers high-quality stereolithography, selective laser sintering and direct metal laser sintering services to corporate customers in a wide variety of industries, including medical, aerospace, computer/electronics, consumer products and industrial machinery, among others. FineLine has a stellar reputation for delivering high-quality, precision, rapid-prototype parts, ranging from small, highly-detailed parts to large patterns.

Fine Line generated revenues of approximately \$9.7 million in 2013. Under terms of the agreement, Proto Labs will acquire FineLine for total consideration of \$38 million. Proto Labs will continue to operate the FineLine facility out of Raleigh, and expects to retain the services of all key employees, including FineLine principals Rob Connelly and Craig Goff to lead the global additive manufacturing services. Proto Labs expects the acquisition of FineLine to be accretive to Proto Labs earnings per share by the fourth quarter of 2014.

The addition of an additive manufacturing service is highly complementary to Proto Labs' existing CNC machining and injection molding services. Historically, 70% of Proto Labs customers also utilize an additive manufacturing service in their product development process. Proto Labs will announce its new additive manufacturing service to its substantial database of over 300,000 product developers to leverage the inherent synergy this new service provides.

“We are excited to launch our new additive manufacturing service,” said Vicki Holt, Proto Labs President and CEO. “The FineLine acquisition is the first step in building this new service. We will look to expand our additive manufacturing capabilities in the US, as well as globally, through both organic growth and potential new acquisitions. Our customers have been asking us to provide additive manufacturing services for quite some time, and now we can address that need. We’re accepting orders starting today.”

5540 Pioneer Creek Drive, Maple Plain, MN 55359
phone 877.479.3680 | fax 763.479.2679 | www.protolabs.com



protomold[®] Injection Molding Service

firstcut[®] CNC Machining Service

Piper Jaffray & Co. acted as financial advisors to Proto Labs and Faegre Baker Daniels LLP acted as legal advisors to Proto Labs.

Conference Call

The company has scheduled a conference call to discuss these developments today, April 24, 2014 at 8:30 a.m. ET. To access the live call, please dial 866-825-1709 or outside the U.S. 617-213-8060, at least five minutes prior to the 8:30 a.m. start time and use participant code 60779619#. A simultaneous webcast of the call will also be available on the investor relations section of the company's website at www.protolabs.com/investors. An audio replay will be available for 14 days following the call on the investor relations section of Proto Lab's website.

About Proto Labs, Inc.

Proto Labs, Inc. is a leading online and technology-enabled quick-turn manufacturer of custom parts for prototyping and short-run production. Proto Labs provides "Real Parts, Really Fast" to product developers worldwide. Proto Labs uses computer numerical control (CNC) machining, injection molding, and additive manufacturing to manufacture custom parts for our customers. For more information, visit www.protolabs.com.

Proto Labs, Inc.

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