
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): May 23, 2017

ASV HOLDINGS, INC.

(Exact Name of Registrant as Specified in Charter)

**Delaware
(State or Other Jurisdiction
of Incorporation)**

**001-38089
(Commission
File Number)**

**82-1501649
(IRS Employer
Identification No.)**

**840 Lily Lane, Grand Rapids, Minnesota 55744
(Address of Principal Executive Offices) (Zip Code)**

**(218) 327-3434
(Registrant's Telephone Number, Including Area Code)**

(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))

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.

Item 8.01. Other Events.

On May 23, 2017, ASV Holdings, Inc. (the “Company”) issued a press release announcing that the underwriters of the Company’s recently completed initial public offering (the “IPO”) have exercised their over-allotment option in full by purchasing 570,000 additional shares of the Company’s common stock from A.S.V. Holding, LLC, a subsidiary of Terex Corporation, at a price of \$7.00 per share, less underwriting discounts and commissions. The Company did not receive any proceeds from the sale of shares by A.S.V. Holding, LLC.

A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated May 23, 2017.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ASV HOLDINGS, INC.

By: /s/ Andrew M. Rooke

Name: Andrew M. Rooke

Title: Chief Executive Officer

Date: May 23, 2017

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated May 23, 2017.

ASV Holdings, Inc. Announces Exercise of Over-Allotment Option for 570,000 Shares of Common Stock

Grand Rapids, MN – May 23, 2017 – ASV Holdings, Inc. (the “Company”) (NASDAQ: ASV) today announced that the underwriters of its recently completed initial public offering have exercised their over-allotment option in full by purchasing an additional 570,000 shares of the Company’s common stock from A.S.V. Holding, LLC, which is a stockholder of the Company and subsidiary of Terex Corporation, at a price of \$7.00 per share, less underwriting discounts and commissions. The Company did not receive any proceeds from the sale of the shares. Roth Capital Partners acted as sole book-running manager for the offering. Seaport Global Securities, LLC acted as co-lead manager for the offering.

A registration statement relating to the Company’s Common Stock was declared effective by the Securities and Exchange Commission on May 11, 2017. The offering is being made only by means of a prospectus, copies of which may be obtained from Roth Capital Partners, 888 San Clemente Drive, Suite 400, Newport Beach, CA 92660; (800) 678-9147.

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

About ASV Holdings, Inc.

The Company designs and manufactures a broad range of high quality compact track loader and skid steer loader equipment, marketed through a distribution network in North America, Australia and New Zealand.

Forward-Looking Statements

This press release contains forward-looking statements. Any forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially, including the risks detailed under “Risk Factors” in the Registration Statement on Form S-1 and in other filings we make from time to time with the Securities and Exchange Commission, and represent our views only as of the date they are made and should not be relied upon as representing our views as of any subsequent date. We do not assume any obligation to update any forward-looking statements.

Contacts

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