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THOMAS INDUSTRIES INC
Form 8-K
September 12, 2002

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): August 29, 2002

THOMAS INDUSTRIES INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of incorporation)

1-5426
(Commission File Number)

61-0505332
(I.R.S. Employer Identification Number)

4360 Brownsboro Road, Suite 300 Louisville, Kentucky
(Address of principal executive offices)

40207
(Zip Code)

(502) 893-4600
(Registrant's telephone number, including area code)

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS

On August 29, 2002, Thomas Industries Inc., a Delaware corporation (the "Company"), both individually and through its subsidiaries, acquired from Werner Rietschle Holding GmbH, a company organized under the laws of Germany ("Rietschle Holding") all of the equity interests of (i) Werner Rietschle GmbH & Co. KG ("Rietschle KG"), (ii) each subsidiary of Rietschle Holding which conducts the business (the "Rietschle Subsidiaries" and, together with Rietschle KG, the "Rietschle Entities"), and (iii) certain other assets, pursuant to an Agreement for Purchase of Equity Interests and Shares, dated August 29, 2002

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(the "Agreement"). The purchase price consisted of EUR 85,519,620 in cash and 1,800,000 shares of the Company's common stock, par value \$1.00 per share. The purchase price was determined through arms length negotiations between the parties.

The Rietschle Entities are engaged in designing, manufacturing, distributing and selling pumps and compressors, vacuum pumps and blowers, as well as other air technical devices and foundry products. The Company intends to continue to operate the business.

A copy of the Agreement is filed herewith as Exhibit 2.1. This exhibit is hereby incorporated by reference herein and the foregoing description is qualified in its entirety by reference to this exhibit.

For the purpose of financing the cash portion of the purchase price, the Company entered into a Credit Agreement dated as of August 28, 2002 with Bank One, Kentucky, NA, National City Bank of Kentucky, SunTrust Bank, HVB Banque Luxembourg Societe Anonyme, Wells Fargo Bank, N.A., and others from time to time parties thereto as Lenders (the "Lenders"); Bank One, Kentucky, NA, as Administrative Agent for itself and the other Lenders; National City Bank of Kentucky as Syndication Agent; SunTrust Bank and HVB Banque Luxembourg Societe Anonyme as Co-Documentation Agents; and Banc One Capital Markets, Inc., as Lead Arranger and Sole Book Runner (the "Credit Agreement"). The Credit Agreement provides for an aggregate revolving loan commitment of \$120 million and a swing line commitment up to a maximum principal amount of \$10,000,000 at any one time outstanding.

ITEM 7. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

To be filed within sixty (60) days of the date this Current Report on Form 8-K is required to be filed with the Securities and Exchange Commission, as permitted by Item 7(a)(4) of Form 8-K.

(b) Pro Forma Financial Information.

To be filed within sixty (60) days of the date this Current Report on Form 8-K is required to be filed with the Securities and Exchange Commission, as permitted by Item 7(b)(2) of Form 8-K.

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(c) Exhibits.

| Number No. ----- | Description ----- |
|---------------------|--|
| 2.1 | Agreement for Purchase of Equity Interests and Shares (English translation) dated August 29, 2002, by and among Thomas Industries Inc., Werner Rietschle Holding GmbH, TIWR Holding GmbH & Co. KG, TIWR Netherlands Holdings C.V., TIWR U.K. Limited, TI France SAS, Thomas Industries Australia Pty. Ltd., and TI Luxembourg S.A.R.L. |
| 10.1 | Credit Agreement dated August 28, |

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2002 among Thomas Industries Inc., Bank One, Kentucky, NA, National City Bank of Kentucky, SunTrust Bank, HVB Banque Luxembourg Societe Anonyme, and Wells Fargo Bank, N.A., as Lenders (the "Lenders"); Bank One, Kentucky, NA, as Administrative Agent for itself and the other Lenders; National City Bank of Kentucky as Syndication Agent; SunTrust Bank and HVB Banque Luxembourg Societe Anonyme as Co-Documentation Agents; and Banc One Capital Markets, Inc., as Lead Arranger and Sole Book Runner.

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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.

THOMAS INDUSTRIES INC.

By: /s/ Phillip J. Stuecker

Dated: September 12, 2002

Name: Phillip J. Stuecker
Its: Vice President of Finance, Chief
Financial Officer, and Secretary