

FRANKLIN ELECTRONIC PUBLISHERS INC

Form 8-K

February 12, 2010

**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) February 11, 2010

**Franklin Electronic Publishers, Incorporated**

(Exact name of registrant as specified in its charter)

**Pennsylvania**  
(State or other jurisdiction

of incorporation)

**1-13198**  
(Commission

File Number)

**22-2476703**  
(I.R.S. Employer

Identification No.)

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**One Franklin Plaza, Burlington, New Jersey**  
(Address of principal executive offices)

**08016-4907**  
(Zip Code)

**Registrant's telephone number, including area code (609)386-2500**

(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 240.13a-4(c))

**ITEM 8.01. OTHER EVENTS**

On February 11, 2010, Franklin Electronic Publishers, Incorporated and Saunders Acquisition Corporation entered into an amendment (the Amendment ) to the Agreement and Plan of Merger (the Merger Agreement ), dated as of September 30, 2009, pursuant to which the Termination Fee (as such term is defined in the Merger Agreement) was lowered from \$650,000 to \$325,000. All other terms of the Merger Agreement remain in full force and effect.

The above description of the Amendment is a summary and is qualified in its entirety by the Amendment filed hereto as Exhibit 99.1, the text of which is incorporated by reference herein.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

**Exhibits:**

99.1 Amendment to Agreement and Plan of Merger, dated February 11, 2010

**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.

Date: February 12, 2010

Franklin Electronic Publishers, Incorporated

By: /s/ Frank A. Musto

Name: Frank A. Musto

Title: Vice President,

Chief Financial Officer