

MISCOR GROUP, LTD.  
Form 425  
August 23, 2013

# 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 23, 2013**

## **Integrated Electrical Services, Inc.**

(Exact name of registrant as specified in Charter)

**Delaware**  
(State or Other Jurisdiction

of Incorporation)

**001-13783**  
(Commission

File Number)

**5433 Westheimer Road, Suite 500, Houston, Texas 77056**

(Address of Principal Executive Offices)

**76-0542208**  
(I.R.S. Employer

Identification Number)

Edgar Filing: MISCOR GROUP, LTD. - Form 425

Registrant's telephone number, including area code: (713) 860-1500

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 (see General Instruction A.2. below):

- 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))

**Item 8.01. Other Events.**

On August 23, 2013, Integrated Electrical Services, Inc. (IES) and MISCOR Group, Ltd. (MISCOR) issued a joint press release announcing the merger consideration to be paid by IES to MISCOR shareholders in connection with the merger of MISCOR into IES Subsidiary Holdings, Inc. (Merger Sub), a wholly-owned subsidiary of IES, pursuant to the Agreement and Plan of Merger, dated as of March 13, 2013, by and among MISCOR, IES and Merger Sub, as amended by the First Amendment to Agreement and Plan of Merger, dated as of July, 10, 2013 (collectively the Merger Agreement).

Pursuant to the terms of the Merger Agreement, at the effective time of the merger, each outstanding share of MISCOR common stock will be converted into the right to receive, at the election of the holder, either 0.3118 shares of IES common stock or cash consideration of \$1.48, subject to the maximum cash amount payable under the Merger Agreement. The deadline for elections will be 5:00 p.m., New York time, on September 10, 2013. Any MISCOR shareholder that does not make a valid election prior to the election deadline will be deemed to have elected to receive, and will be paid, the stock consideration, under the terms of the Merger Agreement.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 8.01.

**Important Information for Investors and Security Holders**

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. In connection with the proposed merger, IES has filed with the Securities and Exchange Commission (the SEC), and the SEC has declared effective, a registration statement on Form S-4 that includes a joint proxy statement of IES and MISCOR that also constitutes a prospectus of IES regarding the proposed transaction. INVESTORS AND SECURITY HOLDERS OF IES AND MISCOR ARE URGED TO CAREFULLY READ THE JOINT PROXY STATEMENT/PROSPECTUS BECAUSE IT CONTAINS IMPORTANT INFORMATION REGARDING IES, MISCOR AND THE PROPOSED TRANSACTION. A definitive joint proxy statement/prospectus has been sent to security holders of IES and MISCOR seeking their approval of the proposed transaction. Investors and security holders may obtain a free copy of the joint proxy statement/prospectus and other documents filed by IES and MISCOR with the SEC at the SEC's web site at [www.sec.gov](http://www.sec.gov). You may also read and copy any reports, statements or other information filed with the SEC at the SEC public reference room at 100 F Street N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at (800) 732-0330 or visit the SEC's website for additional information on its public reference room.

The joint proxy statement/prospectus and such other documents (relating to IES) may also be obtained from IES for free from IES's web site at [www.ies-corporate.com](http://www.ies-corporate.com) or by directing a request to: Integrated Electrical Services, Inc., 5433 Westheimer Road, Suite 500, Houston, Texas 77056, Attention: Investor Relations, or by phone at (713) 860-1500. The joint proxy statement/prospectus and such other documents (relating to MISCOR) may also be obtained from MISCOR for free from MISCOR's web site at [www.miscor.com](http://www.miscor.com) or by directing a request to: MISCOR Group, Ltd., 800 Nave Rd., SE, Massillon, Ohio 44646, Attention: Investor Relations, or by phone at (330) 830-3500. Information on the IES and MISCOR websites or any other website is not incorporated by reference herein.

**Participants in the Solicitation**

IES, its directors, executive officers and certain members of management and employees may be considered participants in the solicitation of proxies from IES stockholders in connection with the proposed transaction. Information regarding such persons and a description of their interests in the proposed transaction is contained in the joint proxy statement/prospectus filed with the SEC.

MISCOR, its directors, executive officers and certain members of management and employees may be considered participants in the solicitation of proxies from MISCOR's stockholders in connection with the proposed transaction. Information regarding such persons and a description of their interests in the proposed transaction is contained in the joint proxy statement/prospectus filed with the SEC.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
Exhibit 99.1	Press release dated August 23, 2013.

**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.

**INTEGRATED ELECTRICAL SERVICES, INC.**

Date: August 23, 2013

/s/ Gail D. Makode  
Gail D. Makode  
Senior Vice President and General Counsel

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
Exhibit 99.1	Press release dated August 23, 2013.