

UNITED DEFENSE INDUSTRIES INC

Form 8-K

August 06, 2003

**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): **July 31, 2003**

**UNITED DEFENSE INDUSTRIES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-16821**  
(Commission File No.)

**52-2059782**  
(I.R.S. Employer  
Identification No.)

**1525 Wilson Boulevard, Suite 700**  
**Arlington, Virginia 22209**  
(Address of principal executive offices) (ZIP Code)

Registrant's telephone number, including area code:  
**(703) 312-6100**

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**Item 5. Other Events and Required FD Disclosure.**

On July 31, 2003, United Defense Industries, Inc., a Delaware corporation (the "Company"), entered into an Underwriting Agreement (the "Underwriting Agreement"), with Lehman Brothers Inc. on behalf of the several Underwriters named therein in connection with the public offering of up to 10,800,000 shares of its common stock (including an over-allotment option to purchase 1,080,000 additional shares of common stock) by the Selling Stockholders named therein. The shares of common stock offered by the Selling Stockholders pursuant to the Underwriting Agreement will be sold pursuant to a Registration Statement on Form S-3 (File No. 333-105550) filed May 23, 2003, which included a Prospectus dated July 16, 2003, as supplemented by a Prospectus Supplement dated July 31, 2003. A copy of the Underwriting Agreement is attached as an Exhibit to this Current Report on Form 8-K.

**Item 7. Financial Statements, *Pro Forma* Financial Information and Exhibits.**

(c) Exhibits.

1.1 Underwriting Agreement dated July 31, 2003 by and between United Defense Industries, Inc., Lehman Brothers Inc. on behalf of the several Underwriters named therein and the Selling Stockholders named therein.

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**SIGNATURES**

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized this 5th day of August 2003.

UNITED DEFENSE INDUSTRIES, INC.

BY: /s/ David V. Kolovat

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David V. Kolovat, Esq.  
Vice President, Secretary and General Counsel

**EXHIBIT LIST**

| Exhibit No. | Description                                                                                                                                                                                                     |
|-------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1         | Underwriting Agreement dated July 31, 2003 by and between United Defense Industries, Inc., Lehman Brothers Inc. on behalf of the several Underwriters named therein and the Selling Stockholders named therein. |