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GARDNER DENVER INC  
Form 8-K  
January 21, 2005

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 - January 21, 2005  
Date of Earliest Event Reported - January 17, 2005

GARDNER DENVER, INC.

-----  
(Exact Name of Registrant as Specified in its Charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Delaware  | 1-13215                     | 76-0419383                           |
| -----   | -----                       | -----                                |
| (State or other Jurisdiction<br>of Incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

1800 Gardner Expressway Quincy, Illinois 62301  
-----  
(Address of Principal Executive offices) (ZIP Code)

Registrant's telephone number, including area code: (217) 222-5400

Not applicable

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(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 obligations 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 3.03. Material Modification to Rights of Security Holders.

Following approval of its Board of Directors, Gardner Denver, Inc., a Delaware corporation (the "Company"), entered into the Amended and Restated

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Rights Agreement, dated as of January 17, 2005, between the Company and National City Bank, as Rights Agent. The Amended and Restated Rights Agreement extends the final expiration of the Company's Rights Agreement dated as of January 18, 1995 to January 31, 2015. In addition, the Amended and Restated Rights Agreement (i) increases the exercise price of each Right from \$60.00 to \$145.00, (ii) modifies the definition of "Acquiring Person" to change the beneficial ownership level from 20% to 15%, and (iii) eliminates all references to "Continuing Director." A copy of the Amended and Restated Rights Agreement is attached hereto as Exhibit 4.1.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

| Exhibit No.<br>----- | Exhibit<br>-----   |
|----------------------|--|
| 4.1                  | Amended and Restated Rights Agreement, dated as of January 17, 2005, between Gardner Denver, Inc., a Delaware corporation, and National City Bank. |

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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.

GARDNER DENVER, INC.

Date: January 21, 2005

By: /s/ Tracy D. Pagliara

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Name: Tracy D. Pagliara  
Title: Vice President, Administration,  
General Counsel and Secretary

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EXHIBIT INDEX

| Exhibit<br>----- | Description<br>-----   |
|------------------|--|
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