

KS BANCORP INC
Form 8-K
March 18, 2005
Table of Contents

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): March 15, 2005

KS Bancorp, Inc.

(Exact Name of Registrant as Specified in Its Charter)

North Carolina
(State or Other Jurisdiction

000-22734
(Commission File No.)

56-1842707
(IRS Employer

of Incorporation)

Identification No.)

1031 N. Brightleaf Boulevard

Smithfield, North Carolina
(Address of Principal Executive Offices)

27522
(Zip Code)

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(919) 938-3101

(Registrant's Telephone Number, Including Area Code)

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 240.13e-4(c))
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Table of Contents

KS Bancorp, Inc.

INDEX

Item 3.03 Material Modification to Rights of Security Holders

Item 9.01 Financial Statements and Exhibits

Signatures

Exhibit Index

Exhibit 99.1 Press Release dated March 18, 2005

Table of Contents

Item 3.03. Material Modification to Rights of Security Holders.

(a) On March 15, 2005, the KS Bancorp, Inc. (the Company) filed an amendment to its Articles of Incorporation which provided for a 1-for-200 reverse stock split that became effective at 6:00 p.m. E.S.T. on March 17, 2005, and a subsequent 250-for-1 forward stock split that became effective at 6:00 a.m. E.S.T. on March 18, 2005. Those stockholders holding a fractional share of common stock as a result of the reverse stock split were entitled to a cash payment in lieu of being issued the fractional share in an amount equal to \$24.00 for each pre-split share constituting a fractional share. Following the reverse stock split, each shareholder who continues to own shares of the Company's common stock will automatically receive 250 shares for each share of Company common stock held. All of the Company's stockholders immediately following the forward stock split will own KS Bancorp common stock in 250 share lots. The reverse and forward stock splits occurred automatically on the effective dates noted above. In connection with the reverse and forward stock splits, the Company's OTCBB trading symbol changed from KSAV to KSBI. A letter is being mailed to stockholders from the Company announcing these split transactions. The reverse and forward stock split transactions were approved by the Company's stockholders at its Special Meeting held on March 14, 2005.

A copy of the Company's press release making this announcement is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

(99.1) Press Release of KS Bancorp, Inc., dated March 18, 2005.

Disclosures About Forward Looking Statements

The discussions included in this document and its exhibits may contain forward looking statements within the meaning of the Private Securities Litigation Act of 1995, including Section 21E of the Securities Exchange Act of 1934 and Section 27A of the Securities Act of 1933. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially. For the purposes of these discussions, any statements that are not statements of historical fact may be deemed to be forward looking statements. Such statements are often characterized by the use of qualifying words such as expects, anticipates, believes, estimates, plans, projects, or other statements concerning opinions or judgments of the Company and its management about future events. The accuracy of such forward looking statements could be affected by such factors as, including but not limited to, the financial success or changing conditions or strategies of the Company's customers or vendors, fluctuations in interest rates, actions of government regulators, the availability of capital and personnel or general conditions.

Table of Contents

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.

KS BANCORP, INC.

Date: March 18, 2005

By: /s/ Earl W. Worley, Jr.

Earl W. Worley, Jr.
Chief Financial Officer