

Edgar Filing: CALIFORNIA AMPLIFIER INC - Form 8-K

CALIFORNIA AMPLIFIER INC
Form 8-K
September 06, 2001

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 28, 2001

CALIFORNIA AMPLIFIER, INC.
(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------|---|
| Delaware | 0-12182 | 95-3647070 |
| (State or other jurisdiction of incorporation or organization) | (Commission File Number) | (IRS Employer Identification Number) |

| | |
|--|------------|
| 460 Calle San Pablo Camarillo, California | 93012 |
| (Address of principal executive offices) | (Zip Code) |

(805) 987-9000
(Registrant's telephone number, including area code)

ITEM 5. OTHER EVENTS

The Board of Directors of California Amplifier, Inc., a Delaware corporation (the "Registrant") adopted an amendment of the Registrant's existing stockholder rights plan (the "Rights Plan") to (i) extend the Rights Plan until September 5, 2011, (ii) increase the exercise price for the exercise of each right to \$50, (iii) eliminate the "dead hand" independent director provisions in the existing Rights Plan and (iv) make other immaterial revisions requested by the successor rights agent to clarify the Rights Plan. The amendment of the Rights Plan is set out in full in the Amended and Restated Rights Agreement, amended and restated as of September 5, 2001, by and between the Registrant and Mellon Investor Services LLC, as Rights Agent attached as Exhibit 4.1 to this Form 8-K.

On September 5, 2001, the Registrant issued a press release, attached as Exhibit 20.1 to this Form 8-K, announcing the amendment of the Rights Plan.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be filed on its behalf by the undersigned hereunto duly authorized.

CALIFORNIA AMPLIFIER, INC.

Dated: September 5, 2001

By: /s/ Richard K. Vitelle

Richard K. Vitelle,
Vice President and Chief Financial Officer

INDEX TO EXHIBITS

| EXHIBIT NO. ----- | DESCRIPTION ----- | METHOD OF FILING ----- |
|-------------------------|--|----------------------------------|
| 4.1 | Amended and Restated Rights Agreement, amended and restated as of September 5, 2001, by and between California Amplifier, Inc. and Mellon Investor Services LLC, as Rights Agent | Filed electronically herewith |
| 20.1 | Press Release of California Amplifier, Inc. dated September 5, 2001 | Filed electronically herewith |