

TAYLOR DEVICES INC
Form DEFA14A
February 28, 2008

**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): **February 22, 2008**

TAYLOR DEVICES, INC.

(Exact name of registrant as specified in its charter)

New York
(State or other
jurisdiction of
incorporation)

0-3498
(Commission File
Number)

16-0797789
(IRS Employer
Identification No.)

90 Taylor Drive

North Tonawanda, New York
(Address of principal executive offices)

14120-0748
(Zip Code)

Registrant's telephone number, including area code: **(716) 694-0800**

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))

Section 8 - Other Events

Item 8.01 Other Events.

On February 22, 2008, Taylor Devices, Inc. ("Taylor") and Tayco Developments, Inc. ("Tayco") each held a Special Meeting of their respective shareholders to vote upon the pending merger of Tayco with and into Taylor.

Edgar Filing: TAYLOR DEVICES INC - Form DEFA14A

Of the 3,156,061 shares of Taylor Devices, Inc. common stock outstanding as of January 11, 2008, the holders of approximately 1,836,489 shares, or 58.2%, voted for the approval of the merger, 31,264 shares, or 1.0%, voted against the merger and 3,539 shares, or 0.1% abstained.

A vote of 66 2/3% of the total shares outstanding, or 2,104,041 shares, is required to approve the merger. Consequently, Taylor adjourned the meeting until March 28, 2008 in order to solicit the remaining votes needed for approval. The Special Meeting of Shareholders will be held at 9:00 am in the Company's Conference Room, 90 Taylor Drive, North Tonawanda, New York.

The shareholders of Tayco Developments, Inc. voted 770,708 shares, or 78.0%, for the approval of the merger, 1,519 shares, or 0.2%, voted against the merger and 133 shares, or .01%, abstained. The Agreement and Plan of Merger was passed on behalf of the Tayco shareholders.

Taylor's website can be visited at: www.taylordevices.com

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|------------------------------------|
| 99.1 | Form of Proxy |
| 99.2 | Adjournment Letter to Shareholders |

SIGNATURE

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.

TAYLOR DEVICES, INC.
(registrant)

DATED: February 28, 2008

By: /s/Douglas P. Taylor
Douglas P. Taylor, President
and Chief Executive Officer