

COHERENT INC  
Form DEFA14A  
February 21, 2006

## **UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**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 20, 2006**



**COHERENT, INC.**

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(Exact name of registrant as specified in its charter)

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

**000-05255**  
(Commission File Number)

**94-1622541**  
(IRS Employer  
Identification No.)

**5100 Patrick Henry Drive**

**Santa Clara, CA 95054**

(Address of principal executive offices, including zip code)

**(408) 764-4000**

(Registrant's telephone number, including area code)

(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 obligation 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 1.01 Entry Into a Definitive Material Agreement**

On February 21, 2006, Coherent, Inc. ( Coherent ) announced that it had entered into an agreement (the Agreement ) to acquire Excel Technology, Inc. ( Excel Technology ) in an all-cash merger transaction. Pursuant to the Agreement, each outstanding share of Excel Technology common stock will be exchanged for \$30.00. The acquisition is expected to close in Coherent s third fiscal quarter of 2006 and is subject to customary closing conditions, including approval by the stockholders of Excel Technology and regulatory approvals.

A copy of the press release issued by Coherent on February 21, 2006 concerning the foregoing transaction is filed herewith as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 2.1                | Agreement and Plan of Merger by and among the registrant, Spider Acquisition Corporation and Excel Technology, Inc. dated February 20, 2006 |
| 99.1               | Press Release Issued February 21, 2006  |

**SIGNATURES**





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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.

**COHERENT, INC.**

Date: **February 21, 2006**

By:

/s/ Helene Simonet

**Helene Simonet**

**Executive Vice President and Chief Financial  
Officer**

**Exhibit Index**

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