

DRS TECHNOLOGIES INC
Form 424B7
April 09, 2007
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File No. 333-130926

PROSPECTUS SUPPLEMENT NO. 6

**(To Prospectus dated January 9, 2006, as supplemented
by Prospectus Supplement No. 1, dated February 21, 2006,
Prospectus Supplement No. 2, dated April 3, 2006,
Prospectus Supplement No. 3, dated July 7, 2006,
Prospectus Supplement No. 4, dated October 6, 2006, and
Prospectus Supplement No. 5, dated January 5, 2007)**

DRS TECHNOLOGIES, INC.

COMMON STOCK

The following information supplements information contained in the prospectus dated January 9, 2006, as supplemented by the prospectus supplement dated February 21, 2006 (together, the prospectus), relating to the sale by selling stockholders, including their respective transferors, donees, pledgees or successors in interest, of our common stock issuable upon conversion of our 2.00% Convertible Senior Notes due 2026. This prospectus supplement should be read in conjunction with the prospectus, and is qualified by reference to the prospectus, except to the extent that the information presented herein supersedes the information contained in the prospectus. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus, including any amendments or supplements thereto.

The net share settlement feature of the notes requires us, upon conversion, to (i) settle up to the full principal amount of the notes in cash and (ii) issue shares of common stock only to the extent that the value of the notes is in excess of the principal amount. As a result of this net share settlement feature, we are unable to determine at this time if any shares of common stock will be issuable upon conversion. Because of this uncertainty, we have assumed that the selling stockholders are offering the maximum number of shares of common stock issuable upon conversion without giving effect to the net share settlement feature.

Shares of our common stock are listed on the New York Stock Exchange under the symbol DRS.

See **Risk Factors** beginning on page 4 of the prospectus supplement dated February 21, 2006 and page 14 of our Annual Report on Form 10-K for the year ended March 31, 2006, which we filed with the Securities and Exchange Commission on June 12, 2006, as well as any risk factors that may be included in certain documents incorporated by reference into the prospectus, to read about risks that you should consider before buying shares of our common stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is April 9, 2007

SELLING STOCKHOLDERS

The following table supplements the table of selling stockholders and related footnotes appearing under the heading **Selling Stockholders** beginning on page S-12 of the prospectus supplement dated February 21, 2006 by adding or supplementing the information below with respect to selling stockholders. When we refer to the **selling stockholders** in this prospectus supplement, we mean those persons listed in the table below, as well as the pledgees, donees, assignees, transferees, successors and others who hold any of such selling stockholders' interest. The shares of our common stock offered by this prospectus supplement are issuable upon conversion of our Convertible Senior Notes due 2026 previously issued in a private placement transaction pursuant to Rule 144A under the Securities Act.

Information regarding the selling stockholders may change from time to time and any changed information will be set forth in a prospectus supplement to the extent required. Unless set forth below, to our knowledge, none of the selling stockholders has, or within the past three years has had, any material relationship with us or any of our predecessors or affiliates. We prepared this table based on information supplied to us by the selling stockholders named in the table.

A selling stockholder may from time to time offer and sell any or all of its securities under this prospectus supplement. Because a selling stockholder is not obligated to sell the shares of our common stock held by it, we cannot estimate the number of shares of our common stock that a selling stockholder will beneficially own after this offering.

Name of Selling Stockholder

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| | Shares Beneficially Owned Prior to this Offering | Number of Shares that may be Sold by this Prospectus Supplement(1) | Percentage of Shares Beneficially Owned After Offering(2) |
|--|---|--|---|
| Institutional Benchmark Series (Master Feeder) Limited in Respect of Electra Series c/o Quattro Fund(3) | 15,243 | 15,243 | * |
| McMahan Securities Co. L.P. (4) | 1,541 | 1,541 | * |
| Partners Group Alternative Strategies PCC Limited, Red Delta Cell c/o Quattro Fund(5) | 21,776 | 21,776 | * |
| Quattro Fund Ltd.(6) | 165,494 | 165,494 | * |
| Quattro Multistrategy Masterfund LP(6) | 15,243 | 15,243 | * |
| The Northwestern Mutual Life Insurance Company General Account (7)(8) | 134,953 | 117,253 | * |
| The Northwestern Mutual Life Insurance Company Group Annuity Separate Account (7)(8) | 21,888 | 4,188 | * |

* Less than 1% .

- (1) Assumes conversion of all of the holder's notes at an initial conversion rate of 16.7504 shares of common stock per \$1,000 principal amount. This initial conversion rate is subject to adjustment in certain circumstances and thus the number of shares of common stock issuable upon conversion of the notes may increase or decrease in the future. The net share settlement feature of the notes requires us, upon conversion, to (i) settle up to the full principal amount of the notes in cash and (ii) issue shares of common stock only to the extent that the value of the notes is in excess of the principal amount. As a result of this net share settlement feature, we are unable to determine at this time if any shares of common stock will be issuable upon conversion. Because of this uncertainty, we have assumed that the selling stockholders are offering the maximum number of shares of common stock issuable upon conversion without giving effect to the net share settlement feature.
- (2) Calculated based on Rule 13d-3(d)(1)(i) of the Securities Exchange Act of 1934, as amended, using 40,524,491 shares of common stock outstanding as of February 5, 2007. In calculating this amount for each holder, we treated as outstanding the number of shares of common stock issuable upon conversion of all that holder's notes, but we did not assume conversion of any other holder's notes.
- (3) Gary Crowder has voting and investment control over the securities beneficially owned by Institutional Benchmark Series (Master Feeder) Limited in Respect of Electra Series c/o Quattro Fund.
- (4) The Executive Committee of McMahan Securities Co., L.P., which is composed of Jay Glassman, Ronald Fertig, Joseph Dwyer, D. Bruce McMahon, Scott Dillinger and Norman Ziegler, Eric and Danial Hage, has voting and investment power with respect to the securities held by McMahan Securities Co., L.P.
- (5) Mark Rowe, Felix Haldner, Michael Fitchet and Denis O Malley have voting and investment control over the securities beneficially owned by Partners Group Alternative Strategies PCC Limited, Red Delta Cell c/o Quattro Fund.
- (6) Andrew Kaplan, Brian Swain and Louis Napoli have voting and investment control over the securities beneficially owned by Quattro Fund Ltd. and Quattro Multistrategy Master Fund L.P.
- (7) Includes shares of common stock held by this selling stockholder and its affiliates. Northwestern Investment Management Company, LLC (NIMC) is the investment advisor to both The Northwestern Mutual Life Insurance Company General Account and The Northwestern Mutual Life Insurance Company Group Annuity Separate Account with respect to the securities. NIMC therefore may be deemed to be an indirect beneficial owner with shared voting/investment power with respect to the securities. Jerome R. Baier is a portfolio manager for NIMC and manages the portfolio which holds the securities and therefore may be deemed to be an indirect beneficial owner with shared voting and investment power with respect to the securities. However, pursuant to Rule 13d-4 under the Securities Exchange Act of 1934 (the Exchange Act), the immediately preceding sentence shall not be construed as an admission that Mr. Baier is, for the purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of the securities. Mason Street Advisors, LLC, a wholly owned subsidiary of Northwestern Mutual Life Insurance Company (Northwestern Mutual), is an investment adviser to Northwestern Mutual and certain of its affiliated entities. It may therefore be deemed to be the indirect beneficial owner with shared voting and investment power of 17,700 shares of common stock currently held by an affiliated investment fund.

- (8) The selling security holder is an affiliate of a broker-dealer.