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RESPIRONICS INC
Form 8-K
April 26, 2002

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): April 12, 2002

RESPIRONICS, INC.

(Exact name of registrant as specified in its charter)

| | | |
|--|-----------------------------|--------------------------------------|
| Delaware | 000-16723 | 25-1304989 |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |
| 1501 Ardmore Boulevard Pittsburgh, Pennsylvania | | 15221-4401 |
| ----- | | ----- |
| (Address of Principal Executive Offices) | | (Zip Code) |

Registrant's telephone number, including area code: (412) 731-2100

Item 2. Acquisition or Disposition of Assets.

On April 12, 2002, the Registrant completed the acquisition of Novamatrix Medical Systems Inc. ("Novamatrix"). The acquisition of Novamatrix was consummated pursuant to an Agreement and Plan of Merger dated as of December 17, 2001, pursuant to which Respironics Holdings, Inc., a wholly owned subsidiary of the Registrant, was merged with and into Novamatrix (the "Merger"). Upon consummation of the Merger, approximately 2,600,000 shares of the Registrant's common stock became issuable to the former stockholders of Novamatrix, reflecting an exchange ratio of .2541 shares of the Registrant's common stock for each outstanding share of Novamatrix's common stock. In addition, approximately 509,000 shares of Registrant's common stock are reserved for issuance upon exercise of options and warrants issued in replacement of Novamatrix options and warrants that were not exercised prior to the consummation of the Merger. The Merger was structured as a tax-free reorganization and is intended to be accounted for as a purchase.

Item 7. Financial Statements and Exhibits.

- (a) Incorporated herein by reference to (a) pages F-1 through F-26 of Novamatrix's Annual Report on Form 10-K for the year ended April 29, 2001, (b) pages 3 through 8 of Novamatrix's Quarterly Report on Form 10-Q for the quarter ended July 29, 2001, and (c) pages 3 through 9 of Novamatrix's

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Quarterly Reports on Form 10-Q for the quarters ended October 28, 2001 and January 27, 2002.

- (b) The pro forma financial information of the combined company will be filed by amendment not later than sixty days after the date the initial report on Form 8-K must be filed.
- (c) Exhibits.

| Exhibit No. | Description |
|-------------|--|
| ----- | ----- |
| 2.1 | Agreement and Plan of Merger by and between Respiroincs Holdings, Inc. and Novamatrix Medical Systems Inc. including Guarantee of Respiroincs, Inc. dated as of December 17, 2001 (incorporated by reference to Annex A to the Proxy Statement/Prospectus forming a part of Amendment 1 of Registrant's Registration Statement on Form S-4 (File No. 333-77048) dated March 1, 2002). |
| 99.1 | Financial Statements of Novamatrix (incorporated herein by reference to (a) pages F-1 through F-26 of Novamatrix's Annual Report on Form 10-K for the year ended April 29, 2001, (b) pages 3 through 8 of Novamatrix's Quarterly Report on Form 10-Q for the quarter ended July 29, 2001, and (c) pages 3 through 9 of Novamatrix's Quarterly Reports on Form 10-Q for the quarters ended October 28, 2001 and January 27, 2002. |
| 99.2 | Press Release of Registrant dated April 15, 2002. |

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 thereunto duly authorized.

RESPIRONICS, INC.
(Registrant)

By /s/ James C. Woll

James C. Woll
Vice President--Corporate Controller and
Treasurer

Date: April 26, 2002