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LITTELFUSE INC /DE
Form 8-K
December 28, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20579

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) -- December 22, 2006

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

| | | |
|---------------------------------------------------------------|----------------------------------------|----------------------------------------------------|
| DELAWARE (State of other jurisdiction of incorporation) | 0-20388 (Commission File Number) | 36-3795742 (IRS Employer Identification No.) |
|---------------------------------------------------------------|----------------------------------------|----------------------------------------------------|

800 E. Northwest Hwy., Des Plaines, IL 60016
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (847) 824-1188

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))

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

Littelfuse, Inc. ("Littelfuse" or the "Company") entered into an agreement on December 22, 2006 to settle the price paid to certain former minority shareholders of Heinrich Industrie, AG. This agreement provides additional consideration of 8 euros per share above the 24 euros per share previously paid. Shareholders that previously tendered shares will also receive the additional consideration. The amount to be paid to the two shareholder

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groups will be 2.1 million euros or approximately \$2.8 million. Including the current consideration, the total purchase price for Heinrich Industrie, AG is approximately \$64.1 million.

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 thereunto duly authorized.

LITTELFUSE, INC.

Date: December 27, 2006

By: /s/ Philip G. Franklin

Philip G. Franklin
Vice President, Operations
Support and Chief Financial Officer