

PENTON MEDIA INC
Form DEFA14A
December 06, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) December 6, 2006

Penton Media, Inc.

(Exact Name of Registrant as Specified in Its Charter)
Delaware

(State or Other Jurisdiction of Incorporation)

001-14337

(Commission File Number)

36-2875386

(IRS Employer Identification No.)

**The Penton Media Building
1300 East Ninth Street, Cleveland, Ohio**

(Address of Principal Executive Offices)

44114-1503

(Zip Code)

216-696-7000

(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))
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Item 8.01 Other Events

As previously announced, Penton Media, Inc., a Delaware corporation (the Company), entered into an Agreement and Plan of Merger, dated as of November 1, 2006, with Prism Business Media Holdings, Inc., a Delaware corporation (Prism), and Prism Acquisition Co., a Delaware corporation and a direct wholly-owned subsidiary of Prism (Merger Sub), pursuant to which Merger Sub proposes to merge with and into the Company (the Proposed Merger), with the Company continuing as the surviving corporation. The Company today sent a letter from David B. Nussbaum to Company employees via e-mail announcing Mr. Nussbaum's departure from the Company upon completion of the Proposed Merger. A copy of the letter is filed herewith as Exhibit 99.1. In addition, Wasserstein & Co., LP and MidOcean Partners today issued a related press release. A copy of the press release is filed herewith as Exhibit 99.2.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Letter to Company employees dated December 6, 2006

99.2 Press release of Wasserstein & Co., LP and MidOcean Partners dated December 6, 2006

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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, hereunto duly authorized.

PENTON MEDIA, INC.

By: /s/ Preston L. Vice
Name:
Title: Preston L. Vice
Chief Financial Officer

Date: December 6, 2006

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