

NORDSON CORP
Form 8-K
June 14, 2012

UNITED STATES
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):

June 14, 2012

Nordson Corporation

(Exact name of registrant as specified in its charter)

Ohio

0-7977

34-0590250

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

28601 Clemens Road, Westlake, Ohio

44145

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

440-892-1580

Not Applicable

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:

- 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 2.01 Completion of Acquisition or Disposition of Assets.

On June 14, 2012, Nordson Corporation ("Nordson") completed the previously announced acquisition of EDI Holdings, Inc., a Delaware corporation ("EDI"), pursuant to the terms of the Stock Purchase Agreement (the "Purchase Agreement"), dated May 18, 2012, among Nordson, EDI and the security holders of EDI. Upon the terms and subject to the conditions set forth in the Purchase Agreement, Nordson acquired all of the capital stock of EDI.

Pursuant to the Purchase Agreement, Nordson acquired EDI for an aggregate purchase price of \$200 million (the "Purchase Price"). The Purchase Price is subject to certain adjustments, including a customary working capital adjustment. Nordson funded the Purchase Price with borrowings under its existing credit facility with PNC Bank, National Association, as administrative agent, PNC Capital Markets LLC as sole lead arranger and sole bookrunner.

EDI is a leading provider of slot coating and flat polymer extrusion dies for plastic processors and web converters.

A copy of the press release, dated June 14, 2012, announcing the completion of the acquisition of EDI is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

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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.

Nordson Corporation

June 14, 2012

By: *Robert E. Veillette*

Name: Robert E. Veillette

Title: Vice President, Secretary & General Counsel

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Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|--|
| 99.1 | Press Release of Nordson Corporation dated June 14, 2012 |