

Edgar Filing: THOMAS INDUSTRIES INC - Form 8-K/A

THOMAS INDUSTRIES INC  
Form 8-K/A  
November 12, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 8-K/A

Current Report Pursuant to  
Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 29, 2002

THOMAS INDUSTRIES INC.  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of incorporation)

1-5426  
(Commission File Number)

61-0505332  
(I.R.S. Employer Identification Number)

4360 Brownsboro Road, Suite 300 Louisville, Kentucky  
(Address of principal executive offices)

40207  
(Zip Code)

(502) 893-4600 (Registrant's telephone number,  
including area code)

ITEM 2. Acquisition or Disposition of Assets

On August 29, 2002, Thomas Industries Inc., a Delaware corporation (the "Company"), both individually and through its subsidiaries, acquired from Werner Rietschle Holding GmbH, a company organized under the laws of Germany ("Rietschle Holding") all of the equity interests of (i) Werner Rietschle GmbH & Co. KG ("Rietschle KG"), (ii) each subsidiary of Rietschle Holding which conducts the business (the "Rietschle Subsidiaries" and, together with Rietschle KG, the "Rietschle Entities"), and (iii) certain other assets, pursuant to an Agreement for Purchase of Equity Interests and Shares, dated August 29, 2002

## Edgar Filing: THOMAS INDUSTRIES INC - Form 8-K/A

(the "Agreement"). The purchase price consisted of EUR 85,519,620 in cash and 1,800,000 treasury shares of the Company's common stock, par value \$1.00 per share. The purchase price was determined through arms length negotiations between the parties.

The Company filed a Current Report on Form 8-K reporting the execution of the Agreement, which Current Report is incorporated herein by reference. Under Item 7 of such Current Report, the Company undertook to file the financial information required by Item 7(a) and Item 7(b) of Form 8-K by amendment to such Current Report within the time proscribed by Item 7. Set forth below as part of this Amendment to the Current Report is such financial information required by Item 7(a) and Item 7(b) of Form 8-K.

### ITEM 7. Financial Statements and Exhibits

#### (a) Financial Statements of Business Acquired.

Attached hereto as Exhibit 99.1 are the Audited Consolidated Financial Statements of the Rietschle Entities as of December 31, 2001 and 2000, and for the years ended December 31, 2001, 2000, and 1999. The Audited Consolidated Financial Statements utilize the European numbering convention of periods versus commas to delineate thousands.

Attached hereto as Exhibit 99.2 are the Unaudited Consolidated Financial Statements of the Rietschle Entities as of June 30, 2002 and 2001, and for the six months ended June 30, 2002 and 2001. The Audited Consolidated Financial Statements utilize the European numbering convention of periods versus commas to delineate thousands.

#### (b) Pro Forma Financial Information:

Attached hereto as Exhibit 99.3 are Unaudited Pro Forma Condensed Consolidated Financial Data of the Company and the Rietschle Entities.

#### (c) Exhibits.

| Number No.<br>----- | Description<br>-----  |
|---------------------|---|
| 2.1                 | Agreement for Purchase of Equity Interests and Shares (English translation) dated August 29, 2002, by and among Thomas Industries Inc., Werner Rietschle Holding GmbH, TIWR Holding GmbH & Co. KG, TIWR Netherlands Holdings C.V., TIWR U.K. Limited, TI France SAS, Thomas Industries Australia Pty. Ltd., and TI Luxembourg S.A.R.L. *  |
| 10.1                | Credit Agreement dated August 28, 2002 among Thomas Industries Inc., Bank One, Kentucky, NA, National City Bank of Kentucky, SunTrust Bank, HVB Banque Luxembourg Societe Anonyme, and Wells Fargo Bank, N.A., as Lenders (the "Lenders"); Bank One, Kentucky, NA, as Administrative Agent for itself and the other Lenders; National City Bank of Kentucky as Syndication Agent; |

Edgar Filing: THOMAS INDUSTRIES INC - Form 8-K/A

SunTrust Bank and HVB Banque  
Luxembourg Societe Anonyme as  
Co-Documentation Agents; and Banc  
One Capital Markets, Inc., as Lead  
Arranger and Sole Book Runner. \*

- 23.1 Consent of Ernst & Young.
- 99.1 Audited Consolidated Financial  
Statements of the Rietschle Entities  
as of December 31, 2001 and 2000,  
and for the years ended December 31,  
2001, 2000, and 1999.
- 99.2 Unaudited Consolidated Financial  
Statements of the Rietschle Entities  
as of June 30, 2002 and 2001, and  
for the six months ended June 30,  
2002 and 2001.
- 99.3 Unaudited Pro Forma Condensed  
Consolidated Financial Data of the  
Company and the Rietschle Entities.

\* Previously Filed.

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.

THOMAS INDUSTRIES INC.

By: /s/ Phillip J. Stuecker

-----

Dated: November 11, 2002

Name: Phillip J. Stuecker

Its: Vice President of Finance, Chief  
Financial Officer, and Secretary