Edgar Filing: ENGINEERED SUPPORT SYSTEMS INC - Form 8-K/A

ENGINEERED SUPPORT SYSTEMS INC Form 8-K/A

April 25, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 8-K (AMENDMENT NO. 1)

CURRENT REPORT
Pursuant to Section 13 or 15 (d) of The Securities Exchange Act of 1934

Pursuant to	Section 13 or	c 15 (d) of The Securitie	es Exchange Act of 1934			
Date of Report	(Date of earl	liest event reported)	February 7, 2005			
ENGINEERED SUPPORT SYSTEMS, INC.						
(Exact Name of Registrant as Specified in Charter)						
MISSOUR (State of Incor	43-1313242 (IRS Employer Identification No.)					
201 Evans Lane, (Address of pri	63121 (Zip Code)					
Registrant's te	lephone numbe	er including area code:	(314) 553-4000			
	satisfy the f	elow if the Form 8-K fili filing obligation of the				
	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 2.01	As previou filed on F Inc. (the	n of Acquisition or Disponsive reported on the Curres February 11, 2005, Engine "Company") announced on appleted its previously an	ment Report on Form 8-K, eered Support Systems, February 7, 2005, that			

Edgar Filing: ENGINEERED SUPPORT SYSTEMS INC - Form 8-K/A

Spacelink International, LLC ("Spacelink"), a Dulles, Virginia-based firm involved in the design, integration, operation and maintenance of deployed satellite and wireless networks for the U.S. Department of Defense, the U.S. intelligence community and other forward deployed federal agencies and multinational organizations worldwide. The transaction value of \$151.5 million was comprised of \$138.5 million in cash paid at closing and the issuance of 228,292 shares of restricted common stock valued at approximately \$13 million, and is subject to certain post closing adjustments.

This Form 8-K/A amends the Current Report on Form 8-K filed on February 11, 2005 to include Item 9.01(a) Financial Statements of Business Acquired and Item 9.01(b) Pro Forma Financial Information.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired:

The required financial statements of Spacelink are attached hereto as Exhibit 99.1 and are incorporated in their entirety herein by reference.

(b) Pro Forma Financial Information:

The required pro forma financial information is attached hereto as Exhibit 99.2 and is incorporated in its entirety herein by reference.

(c) The following exhibits are filed as part of this report:

Exhibit Number	Description
23.1	Consent of Cherry, Bekaert & Holland, L.L.P., independent accountants for Spacelink International LLC.
99.1	Audited financial statements of Spacelink International LLC for the fiscal years ended December 31, 2004 and 2003.
99.2	Pro forma condensed consolidated financial statements as of October 31, 2004 and for the year then ended, and for the three months ended January 31, 2005, (unaudited).

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.

Edgar Filing: ENGINEERED SUPPORT SYSTEMS INC - Form 8-K/A

ENGINEERED SUPPORT SYSTEMS, INC.

Date:	April 25, 2005	BY:	/s/	Gary C. Gerhardt
		_		
		Gary C. Gerhardt		
				Vice Chairman and Chief Financial
				Officer

EXHIBIT INDEX

Exhibit Number	Description		
23.1	Consent of Cherry, Bekaert & Holland, L.L.P., independent accountants for Spacelink International LLC.		
99.1	Audited financial statements of Spacelink International LLC for the fiscal years ended December 31, 2004 and 2003.		
99.2	Pro forma condensed consolidated financial statements as of December 31, 2004 and for the year then ended (unaudited).		