

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 342,438 shares of restricted common stock, as adjusted to reflect a three-for-two stock split effected by the Company on April 15, 2005, 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 (as amended by Form 8-K/A, Amendment No. 1, filed on April 25, 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
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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 for the year ended October 31, 2004 and pro forma condensed consolidated financial statements as of January 31, 2005 and for the three months ended January 31, 2005 (unaudited).

SIGNATURES

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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.

ENGINEERED SUPPORT SYSTEMS, INC.

Date: April 27, 2005

BY: /s/ Gary C. Gerhardt

Gary C. Gerhardt
Vice Chairman and Chief Financial
Officer

EXHIBIT INDEX

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