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ENGINEERED SUPPORT SYSTEMS INC Form 8-K/A

April 28, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 8-K (AMENDMENT NO. 2)

CURRENT REPORT

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

| Pu | rsuant to Se | ction 13 or | 15 (d) of The | Securities | Exchange Act of 1934 | |
|---|--|-------------------------------------|---|--|--|--|
| Date | of Report (D | ate of earli | est event rep | orted) | February 7, 2005 | |
| ENGINEERED SUPPORT SYSTEMS, INC. | | | | | | |
| (Exact Name of Registrant as Specified in Charter) | | | | | | |
| (Stat | MISSOURI e of Incorpo | ration) | 0-13 (Commission | | 43-1313242 (IRS Employer Identification No.) | |
| | | | | | 63121 (Zip Code) | |
| Registrant's telephone number including area code: (314) 553-4000 | | | | | | |
| 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)) | | | | | |
| Item | 2.01 | As previous filed on Fe Inc. (the " | ly reported o bruary 11, 20 Company") ann | n the Curren 05, Engineer ounced on Fe | tion of Assets. At Report on Form 8-K, The ded Support Systems, Abruary 7, 2005, that Bounced acquisition of | |

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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 |
|----------------|---|
| 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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