

K2 INC
Form 8-K
December 23, 2003

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): December 11, 2003

K2 INC.

(Exact name of the registrant as specified in its charter)

Delaware
(State or other

jurisdiction of incorporation)

1-4290
(Commission File Number)

95-2077125
(I.R.S. Employer

Identification Number)

2051 PALOMAR AIRPORT ROAD, CARLSBAD, CA
(Address of principal executive offices)

92009
(Zip Code)

Registrant's telephone number, including area code: (760) 494-1000

N/A

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(Former name or former address, if changed since last report)

Item 2. Acquisition or Disposition of Assets.

On December 16, 2003, K2 Inc. (the Company) announced that it had completed the merger of Brass Eagle Inc. (Brass Eagle) with a wholly-owned subsidiary of the Company pursuant to an Agreement and Plan of Merger and Reorganization (the Merger Agreement), dated as of October 22, 2003, by and among the Company, Brass Eagle and Cabe Acquisition Sub, Inc. (Acquisition Sub).

Pursuant to the Merger Agreement, the Company commenced an offer to exchange each outstanding share of common stock of Brass Eagle for 0.6036 of a share of common stock, par value \$1.00 per share, of the Company (the Offer). The Offer expired at 12:00 midnight, New York City time, on Monday, December 8, 2003. At approximately 12:06 a.m., New York City time, on Tuesday, December 9, 2003, the Company accepted for purchase all shares of common stock validly tendered and not withdrawn prior to the expiration of the Offer. At the expiration of the Offer, 7,167,751 shares of common stock were validly tendered and not withdrawn, representing approximately 95.7% of the outstanding common stock, and 4,326,454 shares of the Company's common stock were exchanged in the Offer for such validly tendered and not withdrawn shares of common stock. On Thursday, December 11, 2003, the Company caused Acquisition Sub to merge with and into Brass Eagle (the Merger), pursuant to which Brass Eagle survived as a wholly-owned subsidiary of the Company. In connection with the Merger, each outstanding share of Common Stock of the Issuer was automatically converted into the right to receive 0.6036 of a share of common stock, par value \$1.00 per share, of the Company and, assuming no appraisal rights are exercised, an additional 194,774 shares of the Company's common stock were issued in the Merger.

A copy of the Company's press release, dated December 16, 2003, is filed as an exhibit to this Current Report on Form 8-K.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) *Exhibits.* The following exhibits are filed with this report on Form 8-K:

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | Press Release, dated December 16, 2003. |

