

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **1997-12-18** | Period of Report: **1997-12-18**
SEC Accession No. **0001047469-97-008157**

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FILER

BRITE VOICE SYSTEMS INC

CIK: **852637** | IRS No.: **480986248** | State of Incorporation: **KS** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **000-17920** | Film No.: **97740167**
SIC: **3661** Telephone & telegraph apparatus

Business Address
7309 E 21ST ST N
WICHITA KS 67206
3166526500

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 18, 1997

BRITE VOICE SYSTEMS, INC.

(Exact name of Registrant as specified in its Articles of Incorporation)

Kansas

0-17920

48-0986248

(State or other jurisdiction
of incorporation)

(Commission File Number)

(I.R.S. Employer
Identification No.)

250 International Parkway, Suite 300, Heathrow, Florida

32746

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (407) 357-1000

Not Applicable

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

ITEM 5. OTHER EVENTS

Effective December 12, 1997, Brite Voice Systems, Inc. ("Brite") entered into a Purchase Agreement ("Agreement") with AT&T Corp. ("AT&T"). The Agreement is a general agreement providing the framework for the future purchase by AT&T of telecommunications products, software and services over a period of up to four years. Under the Agreement, AT&T may negotiate and place orders for Brite products, software and services. AT&T's initial order in the approximate amount of \$25 million was placed upon signing of the Agreement. The initial order covers new personalized telecommunications services and includes BriteESP architecture platforms, right-to-use licenses for Brite's proprietary software, feature development, spares, test equipment and warranty service. The value of total orders that may be placed under the Agreement over three years may reach \$50 to \$60 million. As partial consideration for the Agreement, AT&T and Brite entered into a Warrant

Purchase Agreement dated December 12, 1997, pursuant to which AT&T has been granted a warrant to purchase up to 1,400,000 shares of Brite common stock at an exercise price of \$11.00 per share, subject to adjustment under certain circumstances. AT&T's right to exercise the warrant is subject to certain conditions.

In connection with the issuance of the warrant, Brite will record a non-cash charge of approximately \$5,000,000 associated with the value of the warrant.

On December 18, 1997, Brite issued a press release concerning the transaction with AT&T, a copy of which is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits

99.1 Press release of Brite dated December 18, 1997, relating to Purchase Agreement with AT&T.

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, thereunto duly authorized.

BRITE VOICE SYSTEMS, INC.

By: /s/ Glenn A. Etherington

Glenn A. Etherington
Chief Financial Officer

Dated: December 18, 1997

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
99.1	Press release of Brite dated December 18, 1997, relating to

Purchase Agreement with AT&T.

[BRITE LOGO]

NEWS RELEASE

Brite contact: David S. Gergacz, CEO 407-357-1050
Glenn Etherington, CFO 407-357-1002

AT&T contact: Dave Johnson, 908-234-5254

BRITE TO PROVIDE ENHANCED TELECOMMUNICATIONS PRODUCTS TO AT&T
LARGEST CONTRACT IN BRITE HISTORY

ORLANDO, FLA., DEC. 18, 1997 -- Brite Voice Systems announced today that it has signed an agreement with AT&T Corp. to provide telecommunications products for AT&T network services.

Under the contract, Brite will supply BriteESP-based advanced telecommunications products, which will be used by AT&T to offer new personalized services. BriteESP is an advanced adjunct technology which provides a scaleable and distributed architecture and platform supporting rapid and cost-effective deployment of new services in telecommunication networks. Upon execution of the contract, AT&T placed an order for the first phase of the project and expects to purchase additional products and services under this contract over the next four years in accordance with traffic and new application needs.

"The selection of BriteESP-based products by AT&T for delivery of its new generation of services is extremely gratifying, and represents the largest single contract award in the history of Brite," said Ray Naeini, Senior Vice President and General Manager of Brite's Network Products division.

By working with AT&T, Brite is reinforcing its strategic direction into the telecommunications network market. Brite believes that this strategy has the greatest potential return for its shareholders.

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[BRITE LOGO]

"Our agreement with Brite enables AT&T to provide an exciting new generation of adjunct-based services. The BriteESP-based products capabilities are needed by AT&T to support our customers and services," said James C. Ehlinger, AT&T Network Services Planning Vice President. "AT&T is committed to providing the best combination of products and services to our customers, and we believe this agreement with Brite will play a major role in accomplishing our goals."

Brite is certified ISO 9001/TickIT, a globally accepted quality management recognition. Brite's certification includes the design, development, manufacture, installation and support of computer-based voice and multimedia systems. The certification also includes the company's associated managed services, information services and training services.

Brite is a world leader in providing enhanced telecommunications systems and interactive information systems. Brite's products include prepaid and enhanced calling card systems for wireless and landline communications companies, and IVR-CTI for service companies. The company also provides managed service capabilities for these products as well as telecommunications management services. Brite's world headquarters are located in Heathrow, Florida, a suburb of Orlando. The company has offices and facilities worldwide.

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SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995: This press release and public oral statements by Company representatives, may contain certain forward-looking information that is subject to certain risks and uncertainties that could cause actual results to differ materially from those projected. Statements that are not historical facts, including statements about confidence and strategies and plans and expectations about new and existing products, services, technologies and opportunities, industry growth, demand, demand and acceptance of new and existing products, and returns on investments in products and markets are forward-looking statements that involve risks and uncertainties that could significantly impact the Company. These include but are not limited to the projected market for Brite's products and references to areas of the business that provide greatest potential return for shareholders. Factors which could cause actual expectations to differ materially from these projections include changes in the global economic conditions in both established and emerging markets, as well as the competitive environment within the industry. For a discussion of other risks and uncertainties to which information respecting future events is subject, see the Company's periodic reports on Forms 10-K and 10-Q.

