

# SECURITIES AND EXCHANGE COMMISSION

## FORM 8-K

Current report filing

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### FILER

#### **MODTECH HOLDINGS INC**

CIK: **1075066** | IRS No.: **330825386** | State of Incorpor.: **CA** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: **000-25161** | Film No.: **04971103**  
SIC: **2452** Prefabricated wood bldgs & components

Mailing Address  
4675 MACARTHUR CT.,  
SUITE 710  
NEWPORT CA 92660

Business Address  
2830 BARRETT AVE  
PO BOX 1240  
PERRIS CA 92571  
9099434014

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**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): August 12, 2004**

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**MODTECH HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-25161**  
(Commission  
File Number)

**33 - 0825386**  
(I.R.S. Employer  
Identification No.)

**2830 Barrett Avenue, Perris, CA**  
(Address of principal executive office)

**92571**  
(Zip Code)

**(951) 943-4014**  
Registrant's telephone number, including area code

**Not Applicable**  
(Former name or former address, if changed since last report.)

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Item 5. Other Events and Regulation FD Disclosure

On August 11, 2004, Evan Gruber resigned as Chief Executive Officer of Modtech Holdings, Inc. and Charles C. McGettigan was appointed interim Chief Executive Officer. On August 11, 2004, the company issued a press release, a copy of which is attached as Exhibit 99.1 to this report, announcing the resignation. Mr. Gruber will remain on the board of directors and serve as a consultant to the company.

Item 7. Financial Statements and Exhibits

(c) Exhibits

99.1 Press Release of Modtech Holdings, Inc., dated August 11, 2004

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.

Date: August 12, 2004

Modtech Holdings, Inc.

by: /s/ Charles C. McGettigan  
Charles C. McGettigan  
Chief Executive Officer

by: /s/ Dennis L. Shogren  
Dennis L. Shogren  
Chief Financial Officer

Charles C. McGettigan  
Chairman of the Board  
415-986-4433  
or  
Dennis Shogren  
Chief Financial Officer  
(951) 943-4014

Investor Relations:  
Dan Matsui/GeneHeller  
Silverman Heller Associates  
(310) 208-2550

## **MODTECH HOLDINGS, INC. CEO RESIGNS**

Continues as Director and Consultant Under New Contract

Perris, Calif.–August 11, 2004–Modtech Holdings, Inc. (Company) (Nasdaq: MODT) announced that Evan Gruber resigned as chief executive officer but will remain as a director and serve as a consultant to the Company.

Effective immediately, Charles C. McGettigan, chairman and a long-tenured member of the board of directors, will serve as the Company's interim CEO during the board's search for a new CEO. Michael Rhodes will continue as president and chief operating officer.

“The Board wishes to thank Evan for his many contributions to the Company during the last 15 years and wish him well,” McGettigan said. “He was instrumental in leading the Company's growth and establishing it as a major manufacturer of modular buildings and school classrooms, and we believe the recent changes in the Company's business model and operating policies implemented under Evan's guidance during the last several months have left the Company well-positioned for the future.”

Gruber commented: “It has been an honor and privilege to have the opportunity to lead Modtech during my tenure. The Company is in the hands of a capable and experienced management team, and I look forward to assisting with the transition during the coming months.”

About Modtech Holdings, Inc:

Modtech designs, manufactures, and sells modular relocatable classrooms and commercial and light industrial modular buildings. The Company is a leading manufacturer of modular buildings in the U.S. with substantial product and geographic diversification throughout the southwestern states and a growing presence in Florida. Modtech is the largest manufacturer, seller, and installer of modular relocatable classrooms in California, engineering and constructing the classrooms in accordance with that state's structural and seismic safety requirements. Modtech's commercial and industrial buildings may also be leased through national, regional, and local dealers to a diverse end-user market. The Company also designs and manufactures modular buildings to customer specifications for a wide variety of uses.

Some statements in this press release may constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by forward-looking statements. Refer to the Company's filings with the Securities and Exchange Commission for further discussion of such factors. The forward-looking statements are made as of the date of this press release and the Company assumes no obligation to update such statements.

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