

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

MICRO WAREHOUSE INC

CIK: **892872** | IRS No.: **061192793** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **000-20730** | Film No.: **98669909**
SIC: **5961** Catalog & mail-order houses

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535 CONNECTICUT AVE
NORWALK CT 06854

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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: July 22, 1998

MICRO WAREHOUSE, INC.

535 Connecticut Avenue
Norwalk, Connecticut 06854
(203) 899-4000

Delaware

(State of Incorporation)

0-20730

(Commission File No.)

06-1192793

(IRS Id. No.)

Exhibit Index Appears on Page 4

Item 5. Other Events.

This Current Report on Form 8-K is being filed with the Securities and Exchange Commission by Micro Warehouse, Inc. ("MWHS") for the purpose of providing the information set forth in a press release issued by MWHS on July 22, 1998, a copy of which is filed as Exhibit 99.1 hereto and incorporated herein by reference.

Item 7. Financial Statements, Pro Forma Financial

Information and Exhibits.

(a) Financial Statement of Businesses Acquired.

None.

(b) Pro Forma Financial Information.

None.

(c) Exhibits.

The following exhibit is filed herewith:

99.1 Press Release dated July 22, 1998.

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.

MICRO WAREHOUSE, INC.
(Registrant)

Date: July 22, 1998

By: /s/ Bruce L. Lev

Bruce L. Lev, Esq.
Executive Vice President and
General Counsel

EXHIBIT INDEX

Exhibit
Number

Description

99.1

Press Release dated July 22, 1998.

FOR IMMEDIATE RELEASE
-----<TABLE>
<CAPTION>

<S>	<C>	<C>
CONTACT:	Peter Godfrey	Bruce L. Lev
	Chairman of the Board,	Executive Vice President of Legal
	President and Chief Executive Officer	and Corporate Affairs
	(203) 899-4186	(203) 899-4529
	godfrey@mwse.com	levb@mwse.com

</TABLE>

Micro Warehouse, Inc. Announces Settlements of Outstanding Shareholder Lawsuits

Norwalk, CT, July 22, 1998 -- Micro Warehouse (NASDAQ: MWHS) today announced that it has reached one preliminary and one final settlement with respect to the two remaining lawsuits which arose out of the Company's announcements in September and October, 1996 that it intended to restate certain prior financial statements covering the 1992 through 1995 fiscal years.

The first settlement, subject to completion of certain filings and documentation, relates to the consolidated lawsuit brought by the holders of approximately 1.3 million shares arising out of the stock merger between the Company and Inmac Corp. This settlement will provide for a total payment of \$19,000,000, \$6,000,000 of which shall be in the form of freely tradeable common stock.

The second settlement, which has been fully implemented, relates to the lawsuit brought by the State Board of Administration of Florida covering approximately 50,600 common shares. The Company has made a \$150,000 settlement payment to the State Board of Administration which had earlier elected not to participate in the \$30 million settlement of the consolidated securities class action lawsuit approved by the U.S. District Court on June 2, 1998.

Peter Godfrey, Chairman, President and Chief Executive Officer said "We are delighted to announce these settlements since they represent the conclusion of all pending shareholder claims against the Company arising out of the facts underlying our financial restatements. We are pleased that they are being settled and will not require further burdensome and protracted litigation."

The settlements do not include resolution of the ongoing Securities and Exchange Commission formal investigation into the events underlying the

financial restatements.

Micro Warehouse, Inc. is a specialty catalog retailer and direct marketer of brand name personal computers, computer software, accessories, peripheral and networking products to commercial and consumer customers. The Company markets its products through frequent mailings of its distinctive, colorful catalogs, Internet catalog sites on the worldwide web and dedicated telemarketing account managers who focus on corporate, education and government accounts.
