

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

**Measurement Specialties Inc**

CIK: [778734](#) | IRS No.: **222378738** | State of Incorporation: **NJ** | Fiscal Year End: **0331**  
Type: **8-K** | Act: **34** | File No.: [001-11906](#) | Film No.: **13522946**  
SIC: **3829** Measuring & controlling devices, nec

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UNITED STATES  
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):  
January 10, 2013

**MEASUREMENT SPECIALTIES, INC.**

(Exact name of registrant as specified in its charter)

New Jersey  
(State or other  
jurisdiction of  
incorporation)

1-11906  
(Commission  
File Number)

22-2378738  
(IRS Employer  
Identification No.)

1000 Lucas Way, Hampton, VA 23666  
(Address of principal executive offices) (Zip Code)

(757) 766-1500  
Registrant's telephone number, including area code

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

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 (see General Instruction A.2. below):

- 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 2.02. Results of Operations and Financial Condition.**

On January 10, 2013, the Company issued a press release announcing results for sales and bookings for the three months ended December 31, 2012. The full text of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in Item 2.02 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such a filing.

**Item 7.01 Regulation FD Disclosure.**

The information contained in this Current Report on Form 8-K that is furnished under this Item 7.01, including the accompanying Exhibit 99.1, is being furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section. The information contained in this Current Report on Form 8-K that is furnished under this Item 7.01, including the accompanying Exhibit 99.1, shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press release issued by Measurement Specialties, Inc., dated January 10, 2013.

**SIGNATURE**

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.

Measurement Specialties, Inc.  
(Registrant)

/s/ Mark Thomson  
Mark Thomson  
Chief Financial Officer

Date: January 10, 2013

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Contact: Mark Thomson, CFO  
(757) 766-4224

## **FOR IMMEDIATE RELEASE**

### **Measurement Specialties Announces Third Quarter Fiscal Year 2013 Results for Bookings & Sales**

Hampton, VA, January 10, 2013 – Measurement Specialties, Inc. (NASDAQ: MEAS), a global designer and manufacturer of sensors and sensor-based systems, announces results for bookings and unaudited sales for the third quarter ended December 31, 2012.

The Company announced today bookings and unaudited net sales for the third quarter of fiscal year 2013 of approximately \$83.3 million and \$81.7 million, respectively. Third quarter unaudited net sales increased \$5.3 million or 7.0% for the three months ended December 31, 2012, as compared to the corresponding period last year.

Frank Guidone, Company CEO commented, “As a result of generally weak macro conditions, we experienced significant destocking in the supply chain across most market verticals in the third quarter, resulting in relatively weak sales. While our three month book to bill was 1.02 (signaling expansion), bookings were modestly below our expectation. Accordingly, we are updating our fourth quarter sales guidance to range between \$88 million and \$90 million, resulting in forecast FY13 net sales of approximately \$346 million to \$348 million. Based on historical averages, our booked (and scheduled to ship) backlog as of December 31st supports this sales forecast.”

Bookings are orders the Company has accepted from customers and are supported by purchase orders. Please note that these figures are preliminary and unaudited and are subject to change until the point in time at which the Company files its Quarterly Report on Form 10-Q for the quarter ended December 31, 2012 with the Securities and Exchange Commission.

Please visit the Investor Relations section of the Company’s website at <http://www.meas-spec.com> to view the latest investor presentation.

***About Measurement Specialties:** Measurement Specialties, Inc. (MEAS) designs and manufactures sensors and sensor-based systems to measure precise ranges of physical characteristics such as pressure, temperature, position, force, vibration, humidity and photo optics. MEAS uses multiple advanced technologies – piezo-resistive silicon sensors, application-specific integrated circuits, micro-electromechanical systems (“MEMS”), piezoelectric polymers, foil strain gauges, force balance systems, fluid capacitive devices, linear and rotational variable differential transformers, electromagnetic displacement sensors, hygroscopic capacitive sensors, ultrasonic sensors and switches, optical sensors, negative thermal coefficient (“NTC”) ceramic sensors, mechanical resonators and submersible hydrostatic level sensors – to engineer sensors that operate precisely and cost effectively.*

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**Measurement Specialties Inc. • 1000 Lucas Way • Hampton, VA 23666 • [www.meas-spec.com](http://www.meas-spec.com)**

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*This release includes forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934, as amended. Forward looking statements may be identified by such words or phrases as "should", "intends", "is subject to", "expects", "will", "continue", "anticipate", "estimated", "projected", "may", "believe", "future prospects" "outlook", "guidance" or similar expressions. Factors that might cause actual results to differ materially from the expected results described in or underlying our forward-looking statements include: Conditions in the general economy, including risks associated with the current financial crisis and worldwide economic conditions and reduced demand for products that incorporate our products; Competitive factors, such as price pressures and the potential emergence of rival technologies; Compliance with export control laws and regulations; Fluctuations in foreign currency exchange and interest rates; Interruptions of suppliers' operations or the refusal of our suppliers to provide us with component materials, particularly in light of the current economic conditions and potential for suppliers to fail; Timely development, market acceptance and warranty performance of new products; Changes in product mix, costs and yields; Uncertainties related to doing business in Europe and China; Legislative initiatives, including tax legislation and other changes in the Company's tax position; Legal proceedings; Compliance with debt covenants, including events beyond our control; Conditions in the credit markets, including our ability to raise additional funds or refinance our existing credit facility; Adverse developments in the automotive industry and other markets served by us; and risk factors listed from time to time in the reports we file with the SEC. The Company from time-to-time considers acquiring or disposing of business or product lines. Forward-looking statements do not include the impact of acquisitions or dispositions of assets, which could affect results in the near term. Actual results may differ materially. The Company assumes no obligation to update the information in this release.*

Company Contact: Mark Thomson, CFO, (757) 766-4224

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