

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **1995-07-12** | Period of Report: **1995-07-10**  
SEC Accession No. [0000912057-95-005341](#)

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FILER

**JOSLYN CORP /IL/**

CIK: **54045** | IRS No.: **363560095** | State of Incorporation: **IL** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: **001-11381** | Film No.: **95553482**  
SIC: **3620** Electrical industrial apparatus

Mailing Address  
30 S WACKER DRIVE  
CHICAGO IL 60606

Business Address  
30 S WACKER DR  
CHICAGO IL 60606  
3124542900

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):  
July 10, 1995

JOSLYN CORPORATION

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(Exact name of Registrant as specified in its charter)

Illinois	0-1252	36-3560095
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(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

30 South Wacker Drive, Chicago, Illinois	60606
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(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code:  
(312) 454-2900

Not Applicable

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

Item 5. Other Events.

On July 7, 1995, the Registrant received an unsolicited proposal by Danaher Corporation to acquire all of the common stock of the Registrant, other than shares held by Danaher Corporation, for \$32 per share. On July 10, 1995, the Registrant issued a press release relating to its response to such proposal, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

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

(c) Exhibits.

99.1 Press Release dated July 10, 1995.

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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.

JOSLYN CORPORATION

Date: July 12, 1995

By: /s/ L.G. Wolski

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L.G. Wolski  
Executive Vice President

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EXHIBIT INDEX

No.	Exhibit
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99.1	Press Release dated July 10, 1995.

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EXHIBIT 99.1

BOARD OF JOSLYN TO STUDY DANAHER CORP. ACQUISITION PROPOSAL

CHICAGO, July 10 - Joslyn Corp. (OTC:JOSL) announced that Danaher Corp.'s recent acquisition proposal has been referred to its board for consideration in due course. A letter was delivered to the president of Danaher Corp. on July 10, 1995. The text of the letter follows:

July 10, 1995

George M. Sherman  
President and Chief Executive Officer  
Danaher Corporation  
1250 24th Street NW - Suite 800  
Washington, D.C. 20037

Dear George:

We have received your letter dated July 7, 1995 and have forwarded it to our board. Your proposal will be considered at our regularly scheduled meeting on July 19, 1995. Promptly after that meeting, we will either inform you of our board's response or give you an estimated date for such response.

As you know, we have recently reconstituted our board. It is now comprised of a majority of independent directors and led by a non-executive chairman. We would not presume to preempt or predict their decision. It is not presumptuous, however, to offer the following observations:

In considering your proposal, the board will be weighing it against the excellent prospects of the Company on an independent, stand-alone basis as we begin to see the benefits of new programs which are now being implemented. Anticipated strong second quarter results and the Cyberex acquisition are but two examples.

Even if the board were to determine to abandon the Company's independent status and pursue a business combination, it would first select between a

strategic merger and, as you have proposed, a change-in-control transaction. The next decision would be how to pursue such a transaction. In the absence of an unquestionably pre-emptive offer from Danaher, an exclusive negotiation over a change-in-control transaction is not likely to occur because of the fiduciary duties of our directors.

The guiding principle for our directors will be the best interests of our stockholders. If they determine to pursue a transaction, the Company will do so vigorously. If they determine to continue down our independent path, the Company will pursue all appropriate defenses.

Our board will give your proposal a thorough, careful and good faith review on the 19th. We will respond to you shortly after that meeting.

Sincerely,

/s/William E. Bendix

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/s/L.G. Wolski

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cc: Board of Directors of Joslyn Corporation

Media Contact: William Rotenberry, director of corporate development, 312-454-2921, Joslyn.