

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: 2005-05-02 | Period of Report: 2005-04-27
SEC Accession No. 0001193125-05-091337

(HTML Version on secdatabase.com)

FILER

COMDIAL CORP

CIK: 230131 | IRS No.: 942443673 | State of Incorporation: DE | Fiscal Year End: 0724
Type: 8-K | Act: 34 | File No.: 000-09023 | Film No.: 05788436
SIC: 3661 Telephone & telegraph apparatus

Mailing Address
106 CATTLEMEN ROAD
SARASOTA FL 34232

Business Address
106 CATTLEMEN ROAD
SARASOTA FL 34232
941-554-5000

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): April 27, 2005

COMDIAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-9023
(Commission File Number)

94-2443673
(IRS Employer
Identification No.)

106 Cattlemen Road
Sarasota, Florida
(Address of principal executive offices)

34232
(Zip Code)

Registrant's telephone number, including area code: (941) 554-5000

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 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

On April 29, 2005, Comdial Corporation announced that Stephen N. Abrams, Raul Pupo and Robert F. Troisio, have been elected Directors of the Company' s Board of Directors effective April 27, 2005. A copy of the press release is furnished herewith as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

Exhibit

<u>Number</u>	<u>Description</u>
99.1	Press Release issued by Comdial Corporation on April 29, 2005 reporting the election of three new directors.

The information in this Form 8-K, including the accompanying exhibit, shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of such section, nor shall such information be deemed incorporated by reference into any filing pursuant to the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise expressly stated in such a filing.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

COMDIAL CORPORATION

By:

/s/ Kenneth M. Clinebell

Kenneth M. Clinebell

Chief Operating Officer

Chief Financial Officer and

Senior Vice President

Dated: April 29, 2005

EXHIBIT INDEX

<u>Exhibit</u> <u>Number</u>	<u>Description</u>
99.1	Press Release issued by Comdial Corporation on April 29, 2005 reporting the election of three new directors.

Comdial Corporation
106 Cattlemen Road
Sarasota, FL 34232
Telephone (800) 419-3800
Facsimile (941) 554-5012

FOR IMMEDIATE RELEASE

MEDIA CONTACT: David Schull

Thorp & Company

(305) 446-2700

dschull@thorpco.com

Comdial Adds 3 Directors to its Board

SARASOTA, Fla., April 29, 2005 - Comdial Corp. (OTC BB: CMDZ.OB) today announced the addition of Stephen N. Abrams, Raul Pupo and Robert F. Troisio to its board of directors.

With the addition of Abrams, Pupo and Troisio, Comdial's board consists of six directors.

Abrams, 61, is the president of Eagle Acquisition Partners Inc. in Boca Raton, Fla., and a member of the board of the Montgomery County Public Schools in Maryland. He has served as a financial counselor for the past 10 years following a 25-year career with the federal government.

Pupo, 58, is the CEO of Technology Infrastructure Solutions in Boca Raton, Fla. Prior to this, he was the founder of RP Holdings LLC, an investment and advisory firm to information technology companies.

Troisio, 61, is a managing director with BTB Morris Anderson LLC in Millville, Del. He has also served as the managing director of the McShane Group in Baltimore, Md.

Comdial Corp. is a converged voice and data communications solutions provider with more than 25 years of success as a leading brand. Focused on superior customer service and reliable communications solutions, the company is dedicated to producing best-in-class small to mid-size enterprise communications products. Through innovative technology and flexibility, Comdial is unmatched at providing comprehensive Internet Protocol (IP) communications solutions that are tailored to meet customers' needs.

Forward-Looking Statements

This press release contains statements that may constitute “forward- looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Investors and prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those projected in the forward-looking statements as a result of various factors, including Comdial Corporation’ s ability to obtain additional funding for its business should such funding become necessary, its ability to maintain market share and to grow in a very competitive market, its ability to develop technologically advanced products to keep pace with many competitors that are much larger and have significantly more resources than Comdial, market acceptance of new products it develops, lower than anticipated demand brought about by continued weakness in telecommunications spending, risk of dilution of the Company’ s stock from private placement investments including the financings that were completed in 2002 and 2004 as well as any other private investments or public offerings that may occur from time to time, dependence on a relatively small number of large customers, ability to maintain necessary engineering, sales, marketing and other key staff members, the risks associated with the outsourcing of its manufacturing requirements, including international risk factors, its ability to achieve its operational goals and to generate positive cash flow, any unfavorable outcome of pending disputes or litigation, including, but not limited to, intellectual property infringement claims that arise from time to time and the various other factors set forth from time to time in Comdial’ s filings with the SEC, including, but not limited to, Comdial’ s Form 10-K for the year ended December 31, 2004. Comdial Corporation undertakes no obligation to publicly update or revise the forward- looking statements made in this release to reflect events or circumstances after the date of this press release or to reflect the occurrence of unanticipated events.