

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

ANAREN INC

CIK: **6314** | IRS No.: **160928561** | State of Incorporation: **NY** | Fiscal Year End: **0630**
Type: **8-K** | Act: **34** | File No.: **001-35153** | Film No.: **13851653**
SIC: **3663** Radio & tv broadcasting & communications equipment

Mailing Address

6635 KIRKVILLE ROAD
EAST SYRACUSE NY 13057

Business Address

6635 KIRKVILLE RD
EAST SYRACUSE NY 13057
3154328909

**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) **May 16, 2013**

Anaren, Inc.

(Exact name of registrant as specified in its charter)

New York (State or other jurisdiction of incorporation)	000-06620 (Commission File Number)	16-0928561 (IRS Employer Identification No.)
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6635 Kirkville Road, East Syracuse, New York (Address of principal executive offices)	13057 (Zip Code)
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Registrant's telephone number, including area code: **(315) 432-8909**

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:

- 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))
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Item 8.01. Other Events.

On May 16, 2013, Anaren, Inc. (the "Company") issued a press release announcing that a committee of the Company's Board of Directors composed of independent directors had rejected an unsolicited non-binding offer to acquire the Company made by Vintage Capital Management, LLC and was continuing to review strategic alternatives available to the Company. A copy of the press release is filed herewith as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

99.1 Press Release dated May 16, 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.

Anaren, Inc.

(Registrant)

/s/ LAWRENCE A. SALA

Lawrence A. Sala

President and Chief Executive Officer

May 16, 2013

(Date)

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated May 16, 2013.

**Anaren, Inc. Independent Committee Deems Vintage Capital Management's Unsolicited Offer Inadequate
Independent Committee's Review of Strategic Alternatives Ongoing**

SYRACUSE, N.Y., May 16, 2013 (GLOBE NEWSWIRE) -- Anaren, Inc. (Nasdaq:ANEN) ("Anaren" or the "Company"), today announced that its committee of independent directors (the "Independent Committee") has thoroughly reviewed and evaluated Vintage Capital Management, LLC's ("Vintage Capital") unsolicited non-binding offer to acquire all outstanding stock of Anaren for \$23.00 per share and, after careful consideration with the assistance of its financial and legal advisers, has concluded that the offer does not reflect the intrinsic value of the Company.

The Independent Committee and its advisors continue to review all strategic alternatives available to Anaren to determine the course of action that it believes to be in the best long-term interests of Anaren's stockholders, as well as its other stakeholders, including the possible sale of the Company, the execution of Anaren's current business strategy and other alternatives that may be available to the Company.

The Independent Committee can offer no assurance that it will recommend that Anaren enter into any particular transaction in the future, and it has made no decision to enter into a transaction at this time. The Company does not intend to disclose further developments unless and until such time as its Board of Directors, based on a recommendation from the Independent Committee, has approved a specific course of action, or it otherwise deems that further disclosure is appropriate or required.

John Smucker, Chair of the Independent Committee, stated: "Anaren's management and Board are committed to maximizing long-term value for all stockholders, and to maintaining an ongoing, constructive dialogue with our stockholders."

The Independent Committee's financial and legal advisors are Moelis & Company LLC and Houlihan Lokey, Inc., Dorsey & Whitney LLP and Bond, Schoeneck & King, PLLC, respectively.

ADDITIONAL INFORMATION AND WHERE TO FIND IT

This communication does not constitute either a solicitation of a proxy or an offer to buy or solicitation of an offer to sell any securities. No proxy solicitation or tender offer for the shares of the Company has commenced at this time. If a tender offer is commenced, the Company will file a solicitation/recommendation statement on Schedule 14D-9 with the U.S. Securities and Exchange Commission ("SEC"). INVESTORS AND STOCKHOLDERS OF THE COMPANY ARE URGED TO READ THESE AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and stockholders will be able to obtain free copies of these documents (if and when available) and other documents filed with the SEC by the Company through the web site maintained by the SEC at <http://www.sec.gov>. In addition, documents filed with the SEC by the Company may be obtained free of charge by contacting David Ferrara, Corporate Secretary and General Counsel, at (315) 362-0510.

Company Background

Anaren designs, develops, manufactures and sells highly integrated microwave components, assemblies and subsystems for the wireless communications, satellite communications and defense electronics markets.

CONTACT: ICR
Phil Denning
203-682-8246
phil.denning@icrinc.com

Anton Nicholas
203-682-8245
anton.nicholas@icrinc.com