

# SECURITIES AND EXCHANGE COMMISSION

## FORM 8-K

Current report filing

Filing Date: **2005-12-06** | Period of Report: **2005-12-01**  
SEC Accession No. **0001104659-05-059226**

([HTML Version](#) on [secdatabase.com](http://secdatabase.com))

### FILER

#### **AMPHENOL CORP /DE/**

CIK: **820313** | IRS No.: **222785165** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: **001-10879** | Film No.: **051245932**  
SIC: **3678** Electronic connectors

Business Address  
358 HALL AVE  
WALLINGFORD CT 06492  
2032658900

---

---

**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): **December 1, 2005**

**Amphenol Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation)

**1-10879**

(Commission File Number)

**22-2785165**

(IRS Employer Identification  
Number)

**358 Hall Avenue**

**Wallingford, Connecticut**

(Address of principal executive offices)

**06492**

(Zip Code)

**(203) 265-8900**

(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))
- 
- 

**Section 2 - Financial Information.**

**Item 2.01 - Completion of Acquisition or Disposition of Assets.**

On December 1, 2005, pursuant to an Asset and Stock Purchase Agreement dated October 10, 2005 (the "Asset Purchase Agreement") by and among Amphenol Corporation ("Amphenol") and Teradyne, Inc., a Massachusetts corporation ("Teradyne"), Amphenol purchased

substantially all of the assets and assumed certain of the liabilities of Teradyne's backplane and connection systems business segment ("TCS"), including the stock of certain of its operating subsidiaries, for a purchase price of U.S. \$390 million in cash, subject to a post-closing net asset value adjustment, as defined in the Asset Purchase Agreement.

A copy of the Asset Purchase Agreement is included as an exhibit to Amphenol's Current Report on Form 8-K filed with the Securities and Exchange Commission ("SEC") on October 11, 2005, and is incorporated herein by reference.

### **Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

Amphenol financed this transaction primarily with borrowings of \$380 million under its unsecured five-year revolving credit facility (the "Credit Agreement"), dated as of July 15, 2005, among Amphenol, certain subsidiaries of Amphenol, a syndicate of financial institutions and Bank of America, N.A. as the administrative agent. As disclosed in Amphenol's Current Report on Form 8-K filed with the SEC on November 21, 2005, Amphenol recently exercised its option to increase its aggregate commitments under the Credit Agreement by an additional \$250 million thereby increasing such revolving credit facility to \$1 billion from \$750 million. All other terms and conditions of the Credit Agreement remained unchanged.

## **Section 8 - Other Events**

### **Item 8.01. Other Events**

On December 1, 2005, the Company issued a press release announcing the completion of its acquisition of TCS. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

## **Section 9 - Financial Statements and Exhibits.**

### **Item 9.01 Financial Statements And Exhibits.**

(a) Financial statements of business acquired.

The financial statements required by this item will be filed by an amendment to this Current Report on Form 8-K as soon as practicable, but not later than 71 days after the date of this filing.

(b) Pro forma financial information.

The pro forma financial statements required by this item will be filed by an amendment to this Current Report on Form 8-K as soon as practicable, but not later than 71 days after the date of this filing.

2

---

(c) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
2.1	Asset and Stock Purchase Agreement between Teradyne, Inc., on behalf of itself and the other Sellers named therein and Amphenol Corporation, on behalf of itself and the other Buyers named therein, dated October 10, 2005 (incorporated by reference to Amphenol's Current Report on Form 8-K filed on October 11, 2005).
99.1	Press Release, issued December 1, 2005 of Amphenol, Inc. (filed with this Current Report on Form 8-K).

3

---

## 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 hereunto duly authorized.

Date: December 1, 2005

THE AMPHENOL CORPORATION

By: /s/ Diana G. Reardon

Name: Diana G. Reardon

Title: Senior Vice President  
and Chief Financial Officer

**Amphenol****News Release*****World Headquarters******358 Hall Avenue***

P. O. Box 5030

Wallingford, CT 06492-7530

Telephone (203) 265-8900

**FOR IMMEDIATE RELEASE****For Further Information:**

Diana G. Reardon

Senior Vice President and

Chief Financial Officer

203/265-8630

www.amphenol.com

**ACQUISITION OF CONNECTION SYSTEMS DIVISION  
OF TERADYNE, INC.****REPORTED BY AMPHENOL CORPORATION**

Wallingford, Connecticut. December 1, 2005. Amphenol Corporation (NYSE-APH) announced today that it has completed the acquisition of the Connection Systems division of Teradyne, Inc. (NYSE-TER) for approximately \$390 million in cash (subject to a post closing working capital adjustment). The acquisition agreement was previously announced in an October 10, 2005 press release and conference call. The transaction was financed through borrowings under the Company's revolving credit facilities.

Amphenol TCS (TCS), headquartered in Nashua, New Hampshire, is a leading supplier of high-speed, high-density, printed circuit board interconnect products. TCS sells its products primarily to the data communications, storage and server markets, wireless infrastructure markets and industrial markets. TCS has facilities in North America, Europe and Asia and employs approximately 2,250 people worldwide.

Amphenol Chairman and CEO, Martin H. Loeffler, stated: "We are excited about adding the wealth of experience and leading technology of TCS to Amphenol, and look forward to the many new opportunities created by the complementary strengths of Amphenol and TCS."

TCS will be included in Amphenol's consolidated results beginning in December of 2005; as such TCS is not expected to have a material impact on 2005 results. The Company plans to issue guidance for 2006 at its scheduled fourth quarter earnings release and conference call on January 18, 2006. Consistent with the Company's strategy and assuming a continuation of current economic conditions, the TCS acquisition is expected to be accretive to earnings per share in the first year post acquisition.

Amphenol Corporation is one of the world's leading producers of electronic and fiber optic connectors, cable and interconnect systems. Amphenol products are engineered and manufactured in the Americas, Europe and Asia and sold by a worldwide sales and marketing

organization. The primary end markets for the Company' s products are communication systems for the converging technologies of voice, video and data communications, industrial/automotive and military/aerospace applications.

Statements in this press release which are other than historical facts are intended to be "forward-looking statements" within the meaning of the Securities Exchange Act of 1934, the Private Securities Litigation Reform Act of 1995 and other related laws. While the Company believes such statements are reasonable, the actual results and effects could differ materially from those currently anticipated. Please refer to Part I, Item 1 of the Company' s Form 10-K for the year ended December 31, 2004, for some factors that could cause the actual results to differ from estimates. In providing forward-looking statements, the Company is not undertaking any duty or obligation to update these statements publicly as a result of new information, future events or otherwise.

---