

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2006-02-27** | Period of Report: **2006-02-24**
SEC Accession No. [0001299933-06-001285](#)

([HTML Version](#) on [secdatabase.com](#))

FILER

ENCORE MEDICAL CORP

CIK: **944763** | IRS No.: **650572565** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **000-26538** | Film No.: **06645140**
SIC: **3842** Orthopedic, prosthetic & surgical appliances & supplies

Mailing Address
9800 METRIC BOULEVARD
AUSTIN TX 78758

Business Address
9800 METRIC BOULEVARD
AUSTIN TX 78758
5128329500

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):

February 24, 2006

Encore Medical Corporation

(Exact name of registrant as specified in its charter)

Delaware

000-26538

65-0572565

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

9800 Metric Blvd., Austin, Texas

78758

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(512) 832-9500

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))

[Top of the Form](#)

Item 2.01 Completion of Acquisition or Disposition of Assets.

On February 24, 2006, Encore Medical Corporation ("Encore") completed its acquisition (the "Merger") of Compex Technologies, Inc. (Compex"), pursuant to the Agreement and Plan of Merger dated November 11, 2005, with consideration paid by Encore consisting of approximately eighteen million shares of Encore common stock. Encore also incurred approximately \$17 million in debt in connection with the transaction, which was primarily used to pay off Compex's existing debt. The shareholders of Encore and Compex both approved the transaction on February 23, 2006.

Kenneth W. Davidson will serve as Chief Executive Officer of Compex, now a wholly-owned subsidiary of Encore, as a result of acquisition. Dan W. Gladney, Compex's President and Chief Executive Officer, and Marshall T. Masko, Compex's President of Worldwide Consumer Products, have resigned their positions.

Following consummation of the Merger, Compex's common stock was delisted from the Nasdaq National Market. Encore's common stock trades on the Nasdaq National Market under the symbol "ENMC". The issuance of Encore's common stock under the Merger Agreement as described above was registered under the Securities Act of 1933, as amended, pursuant to the Company's registration statement on Form S-4 (File No. 333-130533) (the "Registration Statement") filed with the SEC on December 20, 2005, amended on January 19, 2006, and declared effective on January 20, 2006. The joint proxy statement-prospectus included in the Registration Statement contains additional information about this transaction.

The foregoing description of the transactions consummated pursuant to the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, which was filed with the SEC on November 15, 2005, as Exhibit 2.1 to the Current Report on Form 8-K filed by the Company and incorporated herein by reference.

The press release issued on February 27, 2006 by the Company announcing the closing of the Merger (the "Closing"), is attached hereto as Exhibit 99.1 and incorporated herein by reference in its entirety.

Item 7.01 Regulation FD Disclosure.

On February 27, 2006, Encore issued a press release announcing the completion of the acquisition of Compex. The press release is attached to this Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

The financial statements required by this Item, with respect to the Merger described in Item 2.01 herein were included as part of the Registration Statement, and to the extent required, any additional financial statements, will be filed as soon as practicable, and in any event no later than 71 days after the date on which this Current Report on Form 8-K is required to be filed pursuant to Item 2.01.

(b) Pro Forma Financial Information.

The pro forma financial information required by this Item, with respect to the Merger described in Item 2.01 herein were included as part of the Registration Statement, and to the extent required, any additional pro forma statements, will be filed as soon as practicable, and in any event no later than 71 days after the date on which this Current Report on Form 8-K is required to be filed pursuant to Item 2.01.

(c) Exhibits.

The following exhibits are being filed with this Current Report on Form 8-K:

Exhibit 2.1 Agreement and Plan of Merger, dated November 11, 2005, by and among Encore Medical Corporation, Encore-Snow Acquisition Corp. and Compex Technologies, Inc. (previously filed with the Securities and Exchange Commission on November 15, 2005 as Exhibit 2.1 to the Current Report on Form 8-K filed by Encore and incorporated herein by reference).

Exhibit 99.1 Press Release, dated February 27, 2006, announcing the closing of the Merger.

[Top of the Form](#)

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.

Encore Medical Corporation

February 27, 2006

By: */s/ Harry L. Zimmerman*

Name: Harry L. Zimmerman

Title: Executive Vice President - General Counsel

[Top of the Form](#)

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated February 27, 2006

Encore Medical Completes Acquisition of Compex Technologies

AUSTIN, Texas, February. 27, 2006 – Encore Medical Corporation (Nasdaq: ENMC) today announced that it completed its acquisition of Compex Technologies, Inc (Nasdaq: CMPX). The transaction, which was announced on November 14, 2005, closed on February 24, 2006, with consideration paid by Encore consisting of approximately eighteen million shares of Encore common stock. Encore also incurred approximately \$17 million in debt in connection with the transaction, which was primarily used to pay off Compex' s existing debt. The shareholders of Encore and Compex both approved the transaction on February 23, 2006.

Kenneth W. Davidson, Chief Executive Officer and Chairman of the Board of Encore Medical Corporation, stated, “The successful completion of the acquisition of Compex expands our presence in the very important pain management segment of the orthopedic rehabilitation market. We are pleased to welcome the Compex team to Encore.”

Mr. Davidson continued, “We believe our acquisition of Compex will provide us with additional opportunities to leverage our presence in the orthopedic rehabilitation market and increase our growth of rehabilitation products that address pain management and are an alternative to the systemic solutions provided by drugs.”

Kenneth W. Davidson will serve as Chief Executive Officer of Compex, now a wholly-owned subsidiary of Encore, as a result of acquisition. Dan W. Gladney, Compex' s President and Chief Executive Officer, and Marshall T. Masko, Compex' s President of Worldwide Consumer Products, have resigned their positions.

First Albany Capital Inc. served as financial advisor to Encore and Greene Holcomb & Fischer, LLC served as financial advisor to Compex.

Encore will discuss the transaction in its fourth quarter 2005 earnings conference call at 10 a.m. Eastern time today, February 27, 2006. The call will feature remarks by Kenneth W. Davidson and other members of the Encore management team. Anyone wishing to listen to the call may do so via the Internet by clicking on the conference call link on Encore' s website, www.encoremed.com. Listeners should log on to the website at least ten minutes before the call. The call will also be audio archived on the Encore website in the Investor section under “Events” for two weeks after the completion of the call.

Encore Medical Corporation is a diversified orthopedic device company that develops, manufactures and distributes a comprehensive range of high quality orthopedic devices used by orthopedic surgeons, physicians, therapists, athletic trainers and other healthcare professionals to treat patients with musculoskeletal conditions resulting from degenerative diseases, deformities, traumatic events and sports-related injuries. Through its Orthopedic Rehabilitation Division, Encore is a leading distributor of electrical stimulation and other orthopedic products used for pain management, orthopedic rehabilitation, physical therapy, fitness and sport performance enhancement. Encore' s Surgical Implant Division offers a comprehensive suite of reconstructive joint products and spinal implants. For more information, visit www.encoremed.com.

###

This news release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, but are not limited to, statements concerning expectations for the results of operations and opportunities with a newly acquired business. Such forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from predicted or expected results. In addition, the economic, competitive, governmental, technological and other factors identified under the heading “Risk Factors” included in the Business section of Encore' s Annual Report on Form 10-K for the year ended December 31, 2004, the “Risk Factors” identified in Encore' s Form S-4 filed in connection with the acquisition of Compex, and information contained in subsequent filings with the Securities and Exchange Commission, could affect actual results.

Contact: Harry L. Zimmerman, Executive Vice President
(512) 832-9500
Harry_Zimmerman@encoremed.com

Media: Davis Henley, Vice President - Business Development

(512) 832-9500

Davis_Henley@encoremed.com