

SECURITIES AND EXCHANGE COMMISSION

FORM 8-A12G

Form for registration of a class of securities pursuant to section 12(g)

Filing Date: **2001-08-03**
SEC Accession No. **0000950144-01-505120**

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FILER

ARRIS GROUP INC

CIK: **1141107** | IRS No.: **582588724** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **8-A12G** | Act: **34** | File No.: **000-31254** | Film No.: **01697541**
SIC: **3663** Radio & tv broadcasting & communications equipment

Mailing Address

*11450 TECHNOLOGY CIRCLE
DULUTH GA 30097*

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DULUTH GA 30097
6784732000*

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR 12(G) OF THE
SECURITIES EXCHANGE ACT OF 1934

ARRIS GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware

58-2588724

(State of incorporation or organization)

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

11450 Technology Circle
Duluth, Georgia 30097

(Address of principal executive offices, including zip code)

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates:
333-61524

Securities to be registered pursuant to Section 12(b) of the Act:

<TABLE>

<CAPTION>

Title of each class
to be so registered

Name of each exchange on which
each class is to be so registered

<S>

<C>

Common stock, \$0.01 par value per share

Nasdaq National Market

</TABLE>

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of class)

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EXPLANATORY NOTE

On July 25, 2001, the stockholders of ANTEC Corporation, a Delaware corporation ("ANTEC"), approved and adopted the Agreement and Plan of Reorganization, dated as of October 18, 2000, as amended (the "Plan of Reorganization"), by and among ANTEC, Nortel Networks Inc., Nortel Networks LLC, Arris Interactive L.L.C., Broadband Transition Corporation and Broadband Parent Corporation (since renamed Arris Group, Inc.) (referred to herein as "Arris Group" or "Registrant"), providing for the merger (the "Merger") of Broadband Transition Corporation, a subsidiary of Arris Group, with and into ANTEC. The Merger was effective on August 3, 2001. ANTEC common stock, par value \$0.01 per share, is no longer transferable, and certificates evidencing shares of ANTEC common stock represent only the right to receive, without interest, one share of Arris Group common stock, par value \$0.01 per share, in accordance with the provisions of the Plan of Reorganization. Arris Group assumed the stock option plans of ANTEC, and each unexpired and unexercised outstanding option to purchase ANTEC common stock was automatically converted into an option to purchase the equivalent number of shares of Arris Group common stock at the same exercise price per share.

As part of the transactions contemplated by the Plan of Reorganization, Nortel Networks LLC received 37 million shares of Arris Group common. The shares of common stock issued to Nortel Networks LLC are subject to the terms of an Amended and Restated Investor Rights Agreement, dated as of April 9, 2001, as amended, by and among Nortel Networks LLC, Nortel Networks Inc. and Arris Group.

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

A description of the Registrant's Common stock, \$0.01 par value per share, registered hereby is incorporated by reference to the description of the Registrant's capital stock set forth under the heading "Description of Broadband Parent Capital Stock Following the Transaction" in the Registrant's Form S-4 Registration Statement No. 333-61524 (the "Registration Statement"), initially filed with the Securities and Exchange Commission on May 23, 2001, as amended subsequently thereto.

ITEM 2. EXHIBITS.

<TABLE>

<CAPTION>

Exhibit

Number

Description

<S>

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- 3.1 Certificate of Incorporation of Broadband Parent Corporation (since renamed Arris Group, Inc.) (incorporated by reference to Exhibit 3.1 to Registrant's Registration Statement on Form S-4 (File Number 333-61524) filed with the Securities and Exchange Commission on July 2, 2001).
- 3.2 Certificate of Amendment to Certificate of Incorporation of Broadband Parent Corporation changing its name to Arris Group, Inc., filed in the Office of the Secretary of State of Delaware on July 18, 2001.*
- 3.3 Bylaws of Broadband Parent Corporation (since renamed Arris Group, Inc.) (incorporated by reference to Exhibit 3.2 to Registrant's Registration Statement on Form S-4 (File Number 333-61524) filed with the Securities and Exchange Commission on July 2, 2001).

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- 10.1 Amended and Restated Investor Rights Agreement, dated as of April 9, 2001, by and among Broadband Parent Corporation (since renamed Arris Group, Inc.), Nortel Networks LLC and Nortel Networks Inc. (incorporated by reference to Exhibit 10.1 filed with ANTEC Corporation's Current Report on Form 8-K (File Number 000-22336) on April 13, 2001).
- 10.2 First Amendment to Amended and Restated Investor Rights Agreement, dated as of July 26, 2001, by and among Arris Group, Inc. f/k/a Broadband Parent Corporation, Nortel Networks LLC and Nortel Networks Inc.*

</TABLE>

* Filed herewith.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: August 3, 2001

By: /s/ Lawrence A. Margolis

Lawrence A. Margolis
Vice President

CERTIFICATE OF AMENDMENT
 TO THE
 AMENDED AND RESTATED
 CERTIFICATE OF INCORPORATION
 OF
 BROADBAND PARENT CORPORATION

Broadband Parent Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The Corporation has capital stock.

2. Article FIRST of the Amended and Restated Certificate of Incorporation of the Corporation shall be amended by deleting the name "Broadband Parent Corporation" and replacing therefor the name "Arris Group, Inc.";

3. Article SECOND of the Amended and Restated Certificate of Incorporation of the Corporation shall be amended by substituting the following therefor:

SECOND: The address of the registered office of the corporation in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle; and the name of the registered agent of the corporation in the State of Delaware is Corporation Service Company;

4. The foregoing amendments were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Broadband Parent Corporation has caused this certificate to be executed in its corporate name this 17th day of July, 2001.

BROADBAND PARENT CORPORATION

/s/ Lawrence A. Margolis

By: Lawrence A. Margolis
Title: Vice President and
Chief Financial Officer

FIRST AMENDMENT TO
AMENDED AND RESTATED INVESTOR RIGHTS AGREEMENT

FIRST AMENDMENT TO AMENDED AND RESTATED INVESTOR RIGHTS AGREEMENT, dated as of August 3, 2001 (this "Amendment"), by and among NORTEL NETWORKS LLC, a limited liability company organized under the laws of Delaware ("Investor"), NORTEL NETWORKS INC., a Delaware corporation ("Parent"), and ARRIS GROUP, INC. f/k/a Broadband Parent Corporation, a Delaware corporation (the "Company").

WHEREAS, pursuant to an Agreement and Plan of Reorganization dated as of October 18, 2000, as amended by the First Amendment to Agreement and Plan of Reorganization dated as of April 9, 2001 (the "Plan of Reorganization") among the Company, ANTEC Corporation, Broadband Transition Corporation, Parent, the Investor and Arris Interactive L.L.C., Investor will receive at the Closing (as such term is defined in the Plan of Reorganization) shares of Common Stock of the Company;

WHEREAS, as an inducement to the Company and ANTEC Corporation to enter into the Plan of Reorganization, Investor and Parent agreed to enter into an Amended and Restated Investor Rights Agreement dated as of April 9, 2001 (the "Original Agreement") to provide for certain agreements and obligations of the parties following the Closing;

WHEREAS, as part of the transactions contemplated by the Plan of Reorganization and concurrently with the execution of this Amendment, the Company, ANTEC Corporation and Investor are entering into a Second Amended and Restated Limited Liability Company Agreement of Arris Interactive L.L.C. (the "New LLC Agreement") under which Investor and any permitted transferee may receive under the circumstances described in Section 8.03 therein additional shares of Common Stock of the Company; and

WHEREAS, the parties hereto desire to modify certain provisions of the Original Agreement to allow for the issuance of the LLC Conversion Shares as set forth in this Amendment;

NOW, THEREFORE, in consideration of the premises and the mutual representations, warranties, covenants and agreements contained herein, the parties hereto hereby agree as follows:

SECTION 1
AMENDMENTS

Section 1.1. Definitions. Unless otherwise defined herein, all

capitalized terms shall have the meaning given such terms in the Original Agreement. The following terms shall have the meanings set forth below:

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Section 1.2. Amendment of Definition of "Agreement". The term "Agreement," as set forth in Section 1.1 of the Original Agreement, is hereby deleted in its entirety and the following definition is substituted in lieu thereof:

"Agreement" shall mean the Original Agreement as amended by this Amendment.

Section 1.3. Definition of "LLC Conversion Shares". Section 1.1 of the Original Agreement is hereby amended by adding the following definition of "LLC Conversion Shares":

"LLC Conversion Shares" shall mean shares of Common Stock (a) issued pursuant to Section 8.03(a)(i) of the New LLC Agreement, (b) issuable upon conversion of the Company preferred stock that may be issued pursuant to Section 8.03(a)(ii) of the New LLC Agreement or (c) issuable upon conversion of the subordinated note of the Company that may be issued pursuant to Section 8.03(a)(iii) of the New LLC Agreement.

Section 1.4. Definition of "New LLC Agreement". Section 1.1 of the Original Agreement is hereby amended by adding the following definition of "New LLC Agreement":

"New LLC Agreement" has the meaning set forth in the preamble of this Amendment.

Section 1.5. Amendment of Section 3.1(a) of the Original Agreement. Section 3.1(a) of the Original Agreement is hereby deleted in its entirety and the following is substituted in lieu thereof:

(a) acquire, offer or propose to acquire or agree to acquire, whether by purchase, tender or exchange offer, through the acquisition of control of another person, by joining a partnership, limited partnership, syndicate or other 13D Group or otherwise, Beneficial Ownership of any Voting Securities, Derivative Securities or any other securities of the Company or any rights to acquire (whether currently, upon lapse of time, following the satisfaction of any conditions, upon the occurrence of any event or any combination of the foregoing) any Voting Securities, other than (i) the acquisition of the Shares pursuant to the Plan of Reorganization, (ii) the acquisition of Voting Securities as a result of any stock splits, stock dividends or other distributions, recapitalizations or offerings made available by the

Company to holders of Voting Securities generally or (iii) in a transaction in which the Investor or Parent or an Affiliate of the Investor or Parent acquires a previously unaffiliated business entity that, to the knowledge of the Investor or Parent after reasonable inquiry (which inquiry shall be satisfied by the receipt of a written representation to such effect from the to-be-acquired business entity), owns shares of Voting Securities that represent less than 5% of the Company's outstanding Voting Securities; or (iv) the acquisition of the LLC

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Conversion Shares, provided, that all such Voting Securities shall be subject to the terms of this Agreement; provided, further, that in the event a transaction contemplated by clause (iii) hereof, causes the Investor Group's Voting Ownership Percentage to exceed the Ownership Cap, the Investor will use reasonable best efforts to transfer, or cause such Affiliate to transfer, within twelve months following the consummation of such transaction and in a manner consistent with Section 3.5, such number of Voting Securities previously owned by the unaffiliated entity, so as to reduce the Voting Ownership Percentage of the Investor Group to no more than the Ownership Cap, and the Investor or such Affiliate will cause all such Voting Securities, pending their transfer, to be voted in accordance with the requirements of Section 3.2 below;

SECTION 2 MISCELLANEOUS

Section 2.1. Limitation of Amendment. Except for the amendments expressly set forth above, the Original Agreement shall remain unchanged and in full force and effect.

Section 2.2. Incorporation of Provisions. The provisions of Section 6 of the Original Agreement shall apply to this Amendment as if set forth herein in their entirety.

[Remainder of page intentionally left blank.]

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IN WITNESS WHEREOF, this Amendment has been executed on behalf of the parties hereto by their respective duly authorized officers, all as of the date first above written.

NORTEL NETWORKS LLC

By: /s/ Craig A. Johnson

Name:

Title:

NORTEL NETWORKS INC.

By: /s/ Craig A. Johnson

Name:

Title:

ARRIS GROUP, INC.

f/k/a Broadband Parent Corporation

By: /s/ Lawrence A. Margolis

Name:

Title: