

Edgar Filing: CATALINA LIGHTING INC - Form 8-K

CATALINA LIGHTING INC
Form 8-K
June 19, 2002

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): June 14, 2002

Catalina Lighting, Inc.
(Exact name of registrant as specified in its charter)

| | | |
|--|---------------------------------------|--|
| Florida (State or other jurisdiction of incorporation) | 1-9917 (Commission File Number) | 59-1548266 (IRS Employer Identification No.) |
| 18191 N.W. 68th Avenue Miami, Florida (Address of principal executive offices) | | 33015 (Zip code) |

Registrant's telephone number, including area code: (305) 558-4777

Item 5. Other Events.

On June 14, 2002, Catalina Lighting, Inc., a Florida corporation (the "Company"), executed stock purchase agreements (the "Purchase Agreements") with each of Sun Catalina Holdings, LLC, a Delaware limited liability company ("Sun Catalina"), and SunTrust Banks, Inc., a Georgia corporation ("SunTrust"), whereby Sun Catalina and SunTrust purchased shares of common stock, par value \$.01 per share ("Common Stock"), of the Company at a price of \$5.41 per share. Sun Catalina purchased 924,572 shares of Common Stock for an aggregate purchase price of \$5,001,937, payable in full by the cancellation of the principal and accrued interest under the Secured Junior Subordinated Note Due 2006 of the Company held by Sun Catalina. SunTrust purchased 184,843 shares of Common Stock for an aggregate purchase price of \$1,000,000, payable in full by the cancellation of a portion of the principal and accrued interest under the Secured Senior Subordinated Note Due 2006 of the Company held by SunTrust. In connection with the consummation of these transactions, the Company, Sun Catalina, SunTrust and SunTrust Bank, a Georgia banking corporation, amended their registration rights agreement to include within the definition of "Registrable Securities" thereunder the shares purchased by Sun Catalina and SunTrust pursuant to the Purchase Agreements.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

| Exhibit No. | Description |
|-------------|--|
| 99.1 | Stock Purchase Agreement, dated as of June 14, 2002, by and between the registrant and |

Edgar Filing: CATALINA LIGHTING INC - Form 8-K

Sun Catalina Holdings, LLC

- 99.2 Stock Purchase Agreement, dated as of June 14, 2002, by and between the registrant and SunTrust Banks, Inc.
- 99.3 Amendment No. 1 to Registration Rights Agreement, dated as of June 14, 2002, by and among the registrant, Sun Catalina Holdings, LLC, SunTrust Banks, Inc. and SunTrust Bank

2

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.

CATALINA LIGHTING, INC.

Date: June 19, 2002

By: /s/ Eric Bescoby

Eric Bescoby
Chief Executive Officer

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|--|
| 99.1 | Stock Purchase Agreement, dated as of June 14, 2002, by and between the registrant and Sun Catalina Holdings, LLC |
| 99.2 | Stock Purchase Agreement, dated as of June 14, 2002, by and between the registrant and SunTrust Banks, Inc. |
| 99.3 | Amendment No. 1 to Registration Rights Agreement, dated as of June 14, 2002, by and among the registrant, Sun Catalina Holdings, LLC, SunTrust Banks, Inc. and SunTrust Bank |