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The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, a copy of which is filed as an exhibit hereto and incorporated herein by reference. Copies of the Rights Agreement, and the related Summary of Rights, which is attached as Exhibit C to the Rights Agreement, are available free of charge from the Company.

ITEM 7. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired: N/A

(b) Pro Forma Financial Information: None

(c) Exhibits:

Number	Exhibit
4.1	Amendment No. 2, dated as of April 22, 2002, to the Rights Agreement, dated as of August 28, 1998, between the Company and EquiServe Trust Company, N.A., as rights agent, as amended on October 15, 2001 (incorporated by reference to Exhibit 4.2 to Amendment No. 1 to the Company's Registration Statement on Form 8-A filed April 29, 2002)

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.

CTS CORPORATION

By: /s/ Richard G. Cutter

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Name: Richard G. Cutter  
Title: Vice President, Secretary and  
General Counsel

Dated: April 29, 2002

INDEX TO EXHIBITS

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