

Edgar Filing: MACDERMID INC - Form 8-K

MACDERMID INC  
Form 8-K  
June 14, 2005

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) June 14, 2004  
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MACDERMID, INCORPORATED  
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(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

|  |   |  |
|--|---|--|
| CONNECTICUT<br>-----<br>(STATE OR OTHER JURISDICTION<br>OF INCORPORATION ) | 1-13889<br>-----<br>(COMMISSION<br>FILE NUMBER) | 06-0435750<br>-----<br>(I.R.S. EMPLOYER<br>IDENTIFICATION NO.) |
|--|---|--|

1401 BLAKE STREET, DENVER, COLORADO 80202  
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(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (720) 479-3060  
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245 FREIGHT STREET, WATERBURY, CONNECTICUT 06702  
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(FORMER NAME, FORMER ADDRESS AND FORMER FISCAL YEAR, 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) 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))

Item 2.01 Completion of Acquisition or Disposal of Assets

On June 14, 2005 MacDermid, Incorporated announced the acquisition of Autotype International Ltd. and associated entities from Norcros (Holdings) Limited of the UK. There are no other material relationships between Norcros and MacDermid other than this transaction.

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The Autotype business acquired is a high technology producer of specialty coated film products for the electronics and printing industries. In electronics, Autotype is a producer of hard coated films for the membrane switch and touch screen markets. In printing, Autotype provides high quality stencil materials and digital pre-press products for screen printing.

The purchase price was 45 million Great British Pounds (GBP), plus up to an additional 5 million (GBP) as an earnout (a portion of which was paid at closing), plus adjustments based on net debt and working capital at closing. Total cash consideration paid at closing was approximately 51.2 million GBP (equivalent to approximately \$92.7 million USD) which included a portion of the earnout and estimated adjustments for net debt and working capital. Post closing, up to an additional 1.4 million GBP may be paid under the earnout along with final net debt and working capital adjustments. The calculations for these adjustments are detailed in the purchase and sale agreement.

### ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

| EXHIBIT NO. | DESCRIPTION |
|-------------|-------------|
|-------------|-------------|

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- |      |   |
|------|---|
| 99.1 | Purchase and Sale Agreement, dated June 14, 2005, issued by MacDermid, Inc. |
| 99.2 | Press release, dated June 14, 2005, issued by MacDermid, Inc.               |

### 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 thereunto duly authorized.

MacDermid, Incorporated  
(Registrant)

Date: June 14, 2005

/s/ Gregory M. Bolingbroke  
Senior Vice President Finance