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CALIFORNIA AMPLIFIER INC
Form 8-K
January 05, 2004

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): December 23, 2003

Exact Name of Registrant as
Specified in Its Charter: CALIFORNIA AMPLIFIER, INC.

DELAWARE	0-12182	95-3647070
State or Other Jurisdiction of Incorporation or Organization	Commission File Number	I.R.S. Employer Identification No.

Address of Principal Executive Offices: 460 Calle San Pablo
Camarillo, CA 93012

Registrant's Telephone Number, Including
Area Code: (805) 987-9000

Former Name or Former Address,
if Changed Since Last Report: Not applicable

ITEM 5. OTHER EVENTS AND REQUIRED FD DISCLOSURE

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On December 23, 2003, California Amplifier, Inc. (the "Company") signed a definitive agreement (the "Agreement") to acquire Vyteck Corporation ("Vyteck"), a privately-held company headquartered in San Diego, California engaged in providing hardware and software products and services that enable both wireless and wireline access to information.

The terms of the Agreement provide that California Amplifier will acquire Vyteck for fixed number of 8,200,000 shares of California Amplifier's common stock. The transaction is subject to customary closing conditions, including approvals by regulatory agencies and by the stockholders of Vyteck and California Amplifier.

California Amplifier will file a registration statement on Form S-4 with the Securities and Exchange Commission to register the offer and sale of shares of its common stock in connection with the proposed merger.

The terms of the proposed acquisition are set forth in the Agreement. The description of the Agreement set forth herein is qualified in its entirety by reference to the full text of the Agreement, which is attached hereto as Exhibit 2.1.

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 thereunto duly authorized.

CALIFORNIA AMPLIFIER, INC.

January 5, 2004

/s/ Richard K. Vitelle

Date

Richard K. Vitelle
Vice President -Finance
(Principal Financial Officer)