

ARMOR HOLDINGS INC  
Form 8-K  
October 19, 2006

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) October 19, 2006

Armor Holdings, Inc.

(Exact name of registrant as specified in its charter)

|  |                                     |  |
|--|-------------------------------------|--|
| Delaware<br>(State or other jurisdiction<br>of incorporation)                                  | 0-18863<br>(Commission File Number) | 59-3392443<br>(IRS Employer Identification<br>No.) |
| 13386 International Parkway, Jacksonville, Florida<br>(Address of principal executive offices) |                                     | 32218<br>(Zip Code)                                |

Registrant's telephone number, including area code (904) 741-5400

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(Former name or former address, 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:

- 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))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 2.02 Results of Operations and Financial Condition

On October 19, 2006, Armor Holdings, Inc. (the "Registrant") announced financial results for the fiscal quarter ended September 30, 2006. A copy of the press release announcing the Registrant's earnings results for the fiscal quarter ended September 30, 2006 is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information in this Form 8-K and the Exhibit attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

The earnings press release contains financial measures that are not in accordance with generally accepted accounting principles in the United States (“GAAP”). The Registrant has provided a reconciliation within the earnings release of the non-GAAP financial measures pro forma net income, pro forma earnings per share, EBITDA and free cash flow to the most directly comparable GAAP financial measures, net income and net cash provided by operating activities, respectively. Pro forma net income and pro forma earnings per share represent net income and earnings per share exclusive of the impact of the Stewart & Stevenson acquisition and a number of other operating and non-operating items. Management believes that pro forma net income and pro forma earnings per share provide a more meaningful comparison of our net income and earnings per share for comparable periods in 2005 and 2006 with respect to our 2005 operations. EBITDA, which represents the Registrant’s results from operations before interest, other (income) expense, income taxes, and certain non-cash items, including depreciation and amortization, is presented in the earnings release because the Registrant’s credit facility and the trust indentures, under which the Registrant’s 8 ¼% Senior Subordinated Notes in the aggregate principal amount of \$150,000,000 maturing in 2013 and the Registrant’s 2% Senior Subordinated Convertible Notes in the aggregate principal amount of \$345,000,000 maturing in 2024 (unless earlier converted, redeemed or repurchased) are issued, contain financial covenants which generally are based, in part, on the Registrant’s EBITDA. Additionally, management believes that EBITDA, as defined, is a common alternative to measure value and performance. Free cash flow, which represents the net cash provided by (used in) operating activities less purchase of property and equipment, is presented in the earnings release because management believes that free cash flow is a common alternative to measure liquidity. Management considers the purchase of property and equipment to be a normal and recurring expenditure. By deducting purchase of property and equipment from net cash provided by or used in operations, management believes this measure provides a more thorough measurement of operating cash flow. The Registrant’s management, however, cannot provide any assurance that the above-referenced non-GAAP financial measures are comparable to similarly titled financial measures presented by other publicly-traded companies. The non-GAAP financial measures described above should be considered in addition to, but not as a substitute for, measures of financial performance prepared in accordance with GAAP that are presented in the earnings release.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits. The following Exhibit is filed herewith as a part of this report:

| Exhibit | Description   |
|---------|---|
| 99.1    | Press Release dated October 19, 2006 with respect to the Registrant’s financial results for the fiscal quarter ended September 30, 2006 (furnished only). |

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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 hereunto duly authorized.

Dated: October 19, 2006

ARMOR HOLDINGS, INC.

By: /s/ Glenn J. Heiar

Name: Glenn J. Heiar

Title: Chief Financial Officer

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EXHIBIT INDEX

| Number       | Exhibit   |
|--------------|---|
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