

SPS TECHNOLOGIES INC
Form 8-K
November 26, 2003

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): November 26, 2003

SPS TECHNOLOGIES, INC.

(Exact name of registrant as specified in charter)

Pennsylvania
(State or other
jurisdiction of
incorporation)

1-4416
(Commission file
number)

23-1116110
(IRS employer
identification no.)

Two Pitcairn Place, Suite 200

165 Township Line Road

Jenkintown, Pennsylvania 19046

(Address of principal executive offices) (Zip code)

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Registrant's telephone number, including area code:

(215) 517-2000

ITEM 5. OTHER EVENTS.

On November 26, 2003, SPS Technologies, Inc. issued a press release announcing that it had entered into a memorandum of understanding with counsel to the plaintiffs in a lawsuit related to its proposed merger with Precision Castparts Corp. The lawsuit was originally filed on October 3, 2003, as a class action complaint in the Court of Common Pleas of Montgomery County Pennsylvania, naming as defendants SPS, PCC and each member of the SPS board of directors. The lawsuit was subsequently re-filed as a shareholder derivative action on November 10, 2003. A copy of the press release is filed as Exhibit 99.1 to this report. In connection with the memorandum of understanding, SPS agreed to make the additional disclosures set forth in Exhibit 99.2 to this report with respect to its proposed merger with PCC.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(a) Financial Statements of Business Acquired: Not Applicable

(b) Pro Forma Financial Information: Not Applicable

(c) Exhibits:

99.1 Press Release of SPS Technologies, Inc. issued on November 26, 2003

99.2 SPS Technologies, Inc. Disclosures

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Press Release of SPS Technologies, Inc. issued on November 26, 2003 |
| 99.2 | SPS Technologies, Inc. Disclosures |