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FIRSTFED AMERICA BANCORP INC

Form 8-K/A

May 13, 2002

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) February 28, 2002

FIRSTFED AMERICA BANCORP, INC.

(Exact name of registrant as specified in its charter)

Delaware	1-12305	04-3331237
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(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(IRS Employer Identification No.)

ONE FIRSTFED PARK, Swansea, Massachusetts 02777

(Address of principal executive offices) (Zip Code)

(508) 679-8181

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

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The Registrant hereby amends the items, financial statements, exhibits or other portions of its Current Report on Form 8-K dated February 28, 2002 and filed on March 13, 2002 as set forth herein.

ITEM 7. Financial Statements, Pro Forma Financial Information and Exhibits

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- (a) The following financial statements of People's Bancshares, Inc. appearing on pages F-10 through F-44 on the Joint Proxy Statement/Prospectus contained in FIRSTFED's Registration Statement on Form S-4 (File No. 333-73924) are incorporated herein by reference:

Independent Auditors' Report
Consolidated Balance Sheets as of December 31, 2000 and 1999

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Consolidated Statements of Income for the Years Ended
December 31, 2000, 1999 and 1998
Consolidated Statements of Stockholders' Equity
for the Years Ended December 31, 2000, 1999 and 1998
Consolidated Statements of Cash Flows for the Years Ended
December 31, 2000, 1999 and 1998
Consolidated Balance Sheets as of September 30, 2001 (unaudited) and
December 31, 2000
Consolidated Statements of Income for the Nine Month Period Ended
September 30, 2001 and 2000 (unaudited)
Notes to Consolidated Financial Statements

- (b) The unaudited pro forma consolidated condensed combined statement of operations for the year ended March 31, 2001 and the notes to the unaudited pro forma consolidated condensed combined financial statements on pages 87 through 94 of the Joint Proxy Statement/Prospectus contained in FIRSTFED's Registration Statement on Form S-4 (File No. 333-73924) are incorporated herein by reference.

To the extent not incorporated herein by reference as stated above, the pro forma financial information that is required to be included herein pursuant to Article II of Regulation S-X is attached hereto as Exhibit No. 99.2 and is incorporated herein by reference.

- | (c) | Exhibit No.
----- | Description
----- |
|-----|----------------------|--|
| | 2.1 | Agreement and Plan of Merger, dated as of October 1, 2001, by and between FIRSTFED AMERICA BANCORP, INC. and People's Bancshares, Inc. * |
| | 99.1 | Press Release, dated March 1, 2002** |

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- | Exhibit No.
----- | Description
----- |
|----------------------|---|
| 99.2 | Unaudited Pro Forma Consolidated Condensed Combined Balance Sheet as of December 31, 2001

Unaudited Pro Forma Consolidated Condensed Combined Statement of Operations for the Nine Months Ended December 31, 2001

Unaudited Pro Forma Consolidated Condensed Combined Statement of Operations for the Year Ended March 31, 2001 |

*Incorporated by reference to the Form 8-K filed by FIRSTFED AMERICA BANCORP, INC. on October 2, 2001.

**Incorporated by reference to the Form 8-K filed by FIRSTFED AMERICA BANCORP, INC. on March 13, 2002.

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.

FIRSTFED AMERICA BANCORP, INC.

Dated: May 10, 2002

By: /s/ Edward A. Hjerpe, III

Edward A. Hjerpe, III
Executive Vice President and Chief
Financial Officer

eft" style="font-size: 10pt; margin-top: 6pt"> The Notes were sold pursuant to an underwriting agreement (the Underwriting Agreement) dated November 8, 2010 among the Company, Merrill Lynch, Pierce, Fenner & Smith Incorporated and SunTrust Robinson Humphrey, Inc., as representatives of the several underwriters named therein. The Underwriting Agreement contains customary representations, warranties and agreements of the Company and customary conditions to closing, indemnification rights and obligations of the parties and termination provisions. The Notes were issued pursuant to an Indenture dated as of August 8, 2003 (the Indenture), between the Company and The Bank of New York Mellon Trust Company, N.A., as successor in interest to Bank One Trust Company, N.A., as trustee, and were offered and sold pursuant to the Company's shelf registration statement filed with the Securities and Exchange Commission (the Commission) on July 29, 2008, on Form S-3 (File No. 333-152592), as supplemented by a prospectus supplement dated November 8, 2010, filed with the Commission on November 9, 2010. Pursuant to the Indenture, the Company entered into an Officers' Certificate (the Officers' Certificate) setting forth the terms of the Notes.

The Company will pay interest on the Notes on May 15 and November 15 each year, beginning May 15, 2011. The Notes will mature on November 15, 2020. The Notes will be senior unsecured debt obligations of the Company and will rank equally with the Company's other senior unsecured liabilities and senior to any future subordinated indebtedness of the Company. The Notes are subject to customary covenants restricting the Company's ability, subject to certain exceptions, to incur debt secured by liens, to enter into sale and leaseback transactions or to merge or consolidate with another entity or sell substantially all of its assets to another person. The Indenture provides for

customary events of default and further provides that the trustee or the holders of 25% in aggregate principal amount of the outstanding series of Notes may declare such Notes immediately due and payable upon the occurrence of any event of default after expiration of any applicable grace period.

The Company may redeem the Notes at the Company's option, at any time in whole or from time to time in part, on not less than 30 nor more than 60 days' notice, at the redemption prices described in the Officers' Certificate. If a change of control, as defined in the Officers' Certificate, occurs, unless the Company has exercised its option to redeem the Notes, holders of the Notes may require the Company to repurchase the Notes at the prices described in the Officers' Certificate.

The above description of the Underwriting Agreement, the Officers' Certificate and the Notes is qualified in its entirety by reference to the Underwriting Agreement, the Officers' Certificate pursuant to the Indenture setting forth the terms of the Notes, and the form of Note, each of which are attached hereto as Exhibits 1.1, 4.1, 4.2, respectively.

ITEM 2.03. CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT OF A REGISTRANT.

The information set forth under Item 1.01 above with respect to the Notes is hereby incorporated by reference into this Item 2.03, insofar as it relates to the creation of a direct financial obligation.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits. The following exhibits are furnished herewith:

Exhibit No.	Description
1.1	Underwriting Agreement, dated November 8, 2010, among the Company, Merrill Lynch, Pierce, Fenner & Smith Incorporated and SunTrust Robinson Humphrey, Inc., as representatives of the several underwriters named therein.
4.1	Officers Certificate for the Notes, pursuant to Section 3.2 of the Indenture, dated November 15, 2010, setting forth the terms of the Notes.
4.2	Form of 4.000% Note due 2020.

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.

Dated: November 15, 2010

AUTOZONE, INC.

By: /s/ William T. Giles

Name: William T. Giles

Title: Chief Financial Officer, Executive
Vice
President, Information Technology
and
Store Development

EXHIBIT INDEX

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4.1	Officers Certificate for the Notes, pursuant to Section 3.2 of the Indenture, dated November 15, 2010, setting forth the terms of the Notes.
4.2	Form of 4.000% Note due 2020.