

CIRCOR INTERNATIONAL INC
Form 8-K
November 03, 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): November 2, 2006

CIRCOR INTERNATIONAL, INC.

(Exact name of registrant as specified in charter)

DELAWARE
(State or other jurisdiction of incorporation)

001-14962
(Commission file number)
25 CORPORATE DRIVE, SUITE 130

04-3477276
(IRS employer identification no.)

BURLINGTON, MASSACHUSETTS 01803-4238

(Address of principal executive offices) (Zip Code)

(781) 270-1200

(Registrant's telephone number, including area code)

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)

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- “ 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 CFR240.14d-2(b))

 - “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement and

Item 3.03. Material Modification to Rights of Security Holders.

On November 2, 2006, CIRCOR International, Inc. (the Company) and American Stock Transfer & Trust Company (the Rights Agent) entered into an amendment to the Company s Shareholder Rights Agreement (the Rights Agreement Amendment) in order to increase from 15% to 20% the ownership percentage of the Company s common stock that any Institutional Investor (as such term is defined in the Rights Agreement Amendment) may own without becoming an Acquiring Person and thereby triggering the Shareholder Rights Agreement. The original Shareholder Rights Agreement is dated as of September 16, 1999 and was previously amended by an Agreement of Substitution and Amendment of Shareholder Rights Agreement dated as of November 1, 2002.

The foregoing description of the Rights Agreement Amendment does not purport to be complete and is qualified in its entirety by reference to Amendment No. 2 to Shareholder Rights Agreement which is incorporated herein by reference and a copy of which is appended as Exhibit 4.3 to this current report.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description |
|--------------------|--------------------|
|--------------------|--------------------|

| | |
|-----|--|
| 4.3 | Amendment No.2 To Shareholder Rights Agreement |
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Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 2, 2006

CIRCOR INTERNATIONAL, INC.

By: /s/ Alan J. Glass

Name: Alan J. Glass

Vice President, General Counsel and Secretary