

RICHARDSON ELECTRONICS LTD/DE

Form 425

September 28, 2004

FORM 8K

File:20040927A-FY05Q1

**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) : September 27, 2004

RICHARDSON ELECTRONICS, LTD.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

0-12906

(Commission
File Number)

36-2096643

(IRS Employer
Identification No.)

40W267 Keslinger Road, P.O. Box 393, LaFox, Illinois

(Address of principal executive offices)

60147-0393

(Zip Code)

Registrant's telephone number, including area code:

(630) 208-2200

(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 (see General Instruction A.2. below):

- 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))

Item 8.01 Other Events

For Immediate Release

For Details, Please Contact:

Ed Richardson

Chairman and Chief Executive Officer
Richardson Electronics, Ltd.

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Dario Sacomani

Senior Vice President and Chief Financial Officer
Richardson Electronics, Ltd.

Richardson Withdraws Debt Exchange Offer

LaFox, IL, Monday September 27, 2004: Richardson Electronics, Ltd. (NASDAQ: RELL) today reported that it has filed a request with the Securities and Exchange Commission ("SEC") for the withdrawal of its Registration Statement on Form S-4 (File No. 333-113569), as amended, together with all exhibits. The registration statement related to a proposed offer to exchange new convertible debt securities for the Company's outstanding 8¹/₄ % Senior Subordinated Debentures and 7¹/₄ % Subordinated Debentures.

The Company requested to withdraw its registration statement due to unfavorable market conditions and other factors.

About Richardson Electronics

Richardson Electronics, Ltd. is a global provider of "engineered solutions," serving the RF and wireless communications, industrial power conversion, security and display systems markets. The Company delivers engineered solutions for its customers' needs through product manufacturing, systems integration, prototype design and manufacture, testing and logistics. Press announcements and other information about Richardson are available on the World Wide Web at <http://www.rell.com/investor.asp>.

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.

RICHARDSON ELECTRONICS, LTD.

Date: September 27, 2004

By: /s/ DARIO SACROMANI

Name: Dario Sacromani

Title: Senior Vice President and
Chief Financial Officer
