

HUBBELL INC  
Form 8-A12B  
December 23, 2015

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**Pursuant to Section 12(b) or (g) of the**  
**Securities Exchange Act of 1934**

**HUBBELL INCORPORATED**  
**(Exact Name of Registrant as Specified in its Charter)**

**CONNECTICUT**  
**(State of Incorporation or Organization)**

**40 Waterview Drive, Shelton, Connecticut**  
**(Address of Principal Executive Offices)**

**06-0397030**  
**(IRS Employer Identification Number)**

**06484**  
**(Zip Code)**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box:

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box:

**Securities Act registration statement file number to which this form relates: 333-206898**

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of Each Class to be so Registered</b>	<b>Name of Each Exchange on Which Each Class is to be Registered</b>
<b>Common Stock</b>	<b>New York Stock Exchange</b>
<b>Series A Junior Participating</b>	<b>New York Stock Exchange</b>

**Preferred Share Purchase Rights**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

**(Title of Each Class)**

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### Explanatory Note

On December 23, 2015, Hubbell Incorporated (the Company) completed the reclassification of the Company's dual-class common stock into a single class of common stock (the Reclassification), effective as of 11:59 p.m. on such date (the Effective Time). Pursuant to the Reclassification, among other things, each share of the Company's Class A common stock, par value \$0.01 per share (the Class A Common Stock), issued and outstanding immediately prior to the Effective Time and each share of Class B common stock of the Company, par value \$0.01 per share (the Class B Common Stock), issued and outstanding immediately prior to the Effective Time will be reclassified into one share of common stock of the Company, par value \$0.01 per share and having one vote per share upon all matters brought before any meeting of the Shareholders (the Common Stock). Trading in the Class A Common Stock and the Class B Common Stock on the New York Stock Exchange will be suspended, and trading in the Company's single class of Common Stock will commence on the New York Stock Exchange on December 24, 2015, under the ticker HUBB.

Also on December 23, 2015, prior to the Effective Time, the Company and Computershare Inc. (successor to Mellon Investor Services LLC and ChaseMellon Shareholder Services, L.L.C.) (the Rights Agent) entered into a Second Amended and Restated Rights Agreement, dated as of December 23, 2015 (the Second Amended and Restated Rights Agreement), which amended and restated the Company's existing Amended and Restated Rights Agreement, dated as of December 17, 2008, between the Company and the Rights Agent.

#### **Item 1. Description of Securities To Be Registered.**

##### ***Common Stock***

The description of the Company's Common Stock is set out under the captions Description of Capital Stock after the Reclassification Common Stock and Description of Capital Stock after the Reclassification Anti-Takeover Provisions in the Company's definitive proxy statement/prospectus, dated November 24, 2015, filed pursuant to Rule 424(b)(3), related to Amendment No. 3 to the Company's Registration Statement on Form S-4 (file no. 333-206898) filed with the U.S. Securities and Exchange Commission under the Securities Act of 1933, as amended (the Securities Act), on November 19, 2015 and declared effective November 23, 2015, and is incorporated in this Form 8-A by reference. Any subsequent form of prospectus filed pursuant to Rule 424(b), any subsequent amendment or any report filed for the purpose of updating such description is deemed to be incorporated in this Form 8-A by reference.

A copy of the Amended and Restated Certificate of Incorporation of the Company is filed as Exhibit 3.1 to this Form 8-A and is incorporated herein by reference. A copy of the Amended and Restated By-Laws of the Company is filed as Exhibit 3.2 to this Form 8-A and is incorporated herein by reference.

##### ***Series A Junior Participating Preferred Share Purchase Rights***

A summary of the terms of the Second Amended and Restated Rights Agreement follows. This description is only a summary, does not purport to be complete, and should be read together with, and is qualified by reference to, the Second Amended and Restated Rights Agreement, a copy of which has been filed as Exhibit 4.1 to this Form 8-A and is incorporated herein by reference.

*The Rights.* The Company's Board of Directors authorized the issuance of a preferred share purchase right with respect to each outstanding share of Class A Common Stock and each outstanding share of Class B Common Stock on December 9, 1998. Pursuant to the Second Amended and Restated Rights Agreement, each former Class A right and Class B right has been amended to be a preferred share purchase right for each outstanding share of Common Stock (each, a Right). Prior to the Distribution Date, described below, the Rights trade with and are inseparable from the Common Stock. The Rights are evidenced only by certificates or book entries that represent shares of Common Stock. New Rights will accompany any new shares of Common Stock we issue after the effectiveness of the Second Amended and Restated Rights Agreement until the Distribution Date.

*Exercise Price.* Each Right allows its holder to purchase from our Company one one-thousandth of a share of Series A Junior Participating Preferred Stock (Preferred Stock) for \$300, once the Right becomes exercisable. This portion of a share of Preferred Stock will give the shareholder approximately the same dividend, voting, and liquidation rights as would one share of Common Stock. Prior to exercise, the Right does not give its holder any dividend, voting, or liquidation rights.

*Exercisability.* The Rights will not be exercisable until the tenth day after the public announcement that a person or group has become an Acquiring Person by obtaining beneficial ownership of 15% or more of the Company's outstanding Common Stock.

Certain synthetic interests in securities created by derivative positions, whether or not such interests are considered to be ownership of the underlying Common Stock or are reportable for purposes of Regulation 13D of the Securities Exchange Act of 1934, as amended, are treated as beneficial ownership of the number of shares of the Company's Common Stock equivalent to the economic exposure created by the derivative position, to the extent actual shares of the Company's Common Stock are directly or indirectly held by counterparties to the derivatives contracts. Swaps dealers unassociated with any control intent or intent to evade the purposes of the rights agreement are excepted from such imputed beneficial ownership.

We refer to the date when the Rights become exercisable as the Distribution Date. Until that date, the Common Stock certificates (or, in the case of uncertificated shares, notations in the book-entry account system) will also evidence the Rights, and any transfer of shares of Common Stock will constitute a transfer of Rights. After that date, the Rights will separate from the Common Stock and be evidenced by book-entry credits or by Rights certificates that we will mail to all eligible holders of Common Stock. Any Rights held by an Acquiring Person are void and may not be exercised.

*Consequences of a Person or Group Becoming an Acquiring Person.*

*Flip In.* If a person or group becomes an Acquiring Person, all holders of Rights except the Acquiring Person may, for \$300, purchase shares of our Common Stock with a market value of \$600, based on the market price of the Common Stock prior to such acquisition.

*Flip Over.* If our Company is later acquired in a merger or similar transaction after the Distribution Date, all holders of Rights except the Acquiring Person may, for \$300, purchase shares of the acquiring corporation with a market value of \$600 based on the market price of the acquiring corporation's stock, prior to such merger.

*Notional Shares.* Shares held by Affiliates and Associates of an Acquiring Person, and Notional Shares held by counterparties to a Derivatives Contract with an Acquiring Person, will be deemed to be beneficially owned by the Acquiring Person.

*Preferred Stock Provisions.*

The value of a one one-thousandth interest in a share of Preferred Stock should approximate the value of one share of Common Stock.

Each one one-thousandth of a share of Preferred Stock, if issued:

will not be redeemable;

will entitle holders to quarterly dividend payments of \$0.01 per one one-thousandth share, or an amount equal to the dividend paid on one share of Common Stock, whichever is greater;

will entitle holders upon liquidation either to receive \$0.10 per one one-thousandth share, or an amount equal to the payment made on one share of Common Stock, whichever is greater;

will have the same voting power as one share of Common Stock;

in the event that shares of the Common Stock are exchanged via share exchange, merger or a similar transaction, will entitle holders to a per share payment equal to the payment made on one share of Common Stock.

*Expiration.* The Rights will expire at the close of business on December 17, 2016.

*Redemption.* Our Board may redeem the Rights for \$0.01 per Right at any time before any person or group becomes an Acquiring Person. If our Board redeems any Rights, it must redeem all of the Rights. Once the Rights are redeemed, the only right of the holders of Rights will be to receive the redemption price of \$0.01 per Right. The redemption price will be adjusted if we have a stock split or stock dividends of our Common Stock.

*Exchange.* After a person or group becomes an Acquiring Person, but before an Acquiring Person owns 50% or more of our outstanding Common Stock, our Board may extinguish the Rights by exchanging one share of Common Stock or an equivalent security for each Right, other than Rights held by the Acquiring Person.

*Anti-Dilution Provisions.* Our Board may adjust the purchase price of shares of Preferred Stock, the number of shares of Preferred Stock issuable and the number of outstanding Rights to prevent dilution that may occur from a stock dividend, a stock split, a reclassification of the shares of Preferred Stock or Common Stock. No adjustments to the Exercise Price of less than 1% will be made.

**Item 2. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
3.1	Amended and Restated Certificate of Incorporation of Hubbell Incorporated
3.2	Amended and Restated By-Laws of Hubbell Incorporated, as amended on May 7, 2013 (incorporated by reference to Exhibit 3.1 to Hubbell Incorporated's current report on Form 8-K, filed with the SEC on May 10, 2013).
4.1	Second Amended and Restated Rights Agreement, dated as of December 23, 2015, by and between Hubbell Incorporated and Computershare Inc., as Rights Agent, which includes the form of Right Certificate, as Exhibit A, and the Summary of Rights to Purchase Preferred Shares, as Exhibit B.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**HUBBELL INCORPORATED**

By: /s/ An-Ping Hsieh  
Name: An-Ping Hsieh

Title: Vice President and General Counsel

Date: December 23, 2015

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**EXHIBIT INDEX**

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>	
fair value of	
options granted	
during the year	
\$	.00
\$	.00
\$	.00

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model. The Company did not award any option grants during the years ended December 31, 2005, 2004 and 2003 and no stock options were outstanding at December 31, 2005 and December 31, 2004.

**12. Taxes on Income (In thousands)**

	Years Ended December 31,		
	2005	2004	2003
Taxes on income include provision <benefit> for:			
Federal income taxes	\$ 0	\$ 0	\$ 0
State and local income taxes	0	0	0
<b>Total</b>	<b>\$ 0</b>	<b>\$ 0</b>	<b>\$ 0</b>
Taxes on income are comprised of:			
Current	\$ 0	\$ 0	\$ 0
Deferred	0	0	0
<b>Total</b>	<b>\$ 0</b>	<b>\$ 0</b>	<b>\$ 0</b>



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A reconciliation of taxes on income to the federal statutory rate is as follows:

	Years Ended December 31,		
	2005	2004	2003
Tax benefit at statutory rate	\$ <595>	\$ <1>	\$ <522>
Increase <decrease> resulting from:			
Net operating and other tax loss carryforwards that expired	844	0	0
State and local taxes, net of federal tax benefit	<88>	0	<77>
Other	11	<205>	0
Change in valuation allowance	<172>	206	599
Tax provision <benefit>	\$ 0	\$ 0	\$ 0

At December 31, 2005 and 2004, the deferred tax assets and liabilities result from the following temporary differences and carryforwards:

	2005	2004
Deferred tax assets:		
Net operating and other tax loss carryforwards	\$ 4,807	\$ 4,900
Accumulated depreciation	0	78
Total deferred tax assets	4,807	4,978
Deferred tax liabilities:		
Accelerated depreciation	1	0
Total deferred tax liabilities	1	0
Net deferred tax asset before valuation allowance	4,806	4,978
Valuation Allowance	<4,806>	<4,978>
Net deferred tax asset	\$ 0	\$ 0

The Company is part of a consolidated group and included in the consolidated federal income tax return of its parent, Health-Chem. The Company is also party to a Tax Sharing Agreement with Health-Chem. Deferred tax assets and liabilities are provided by the Company on a stand-alone basis for differences between the financial statement and tax bases of assets and liabilities that will result in future taxable or deductible amounts. The Company had a deferred tax asset of \$4.8 million at December 31, 2005 as a result of its losses which may be used in the future should the consolidated group have taxable income. This deferred tax asset had an allowance reserve of \$4.8 million at December 31, 2005. Therefore, no asset is shown as a deferred tax asset as of December 31, 2005 as a result of the losses not being used by the Company's parent to offset any taxes due for 2005 since the consolidated group showed a loss for 2005 and has net operating loss carryforwards. These net operating loss carryforwards expire in various years through 2025. The Company and its subsidiary file a stand-alone return for state purposes. At December 31, 2005, the Company had approximately \$15.2 million of net operating loss carryforwards in various states in which the Company and its subsidiary operate which are available to absorb allocated portions of future taxable income for state tax purposes. The state operating loss carryforwards expire in various years through 2025. At December 31, 2005, valuation allowance relating to tax loss carryforwards was \$4,806,000.

13. Interest (In thousands)

	Years ended December 31,		
	2005	2004	2003
Interest expense	\$ 1,126	\$ 1,121	\$ 1,124
Interest income	0	0	0
	\$ 1,126	\$ 1,121	\$ 1,124

14. Related Party Transactions

The consolidated financial statements include the following items applicable to related parties (in thousands):

	December 31,	
	2005	2004
<u>Balance Sheets:</u>		
Property, plant and equipment, net	\$ 1,610	\$ 1,693
Payable to York Realty Leasing LLC members (See Note 7)	666	1,736
Accrued interest on the second mortgage	0	32
Accrued interest on other related party debt	35	0

	Years Ended December 31,		
	2005	2004	2003
<u>Income Statements:</u>			
Interest	\$ 267	\$ 50	\$ 46

Accrued interest on the second mortgage

In August 2001, the Company obtained a \$367,500 loan from Zackfoot Investments, LLC at 12.5% interest secured by a mortgage on the Company's Pennsylvania facility. This loan was repaid during 2004. At December 31, 2005 and 2004, the following related parties were owed interest with respect to this loan:

	2005	2004
Manfred Mayerfeld (Director)	\$ 0	\$ 21,000
Andrew Levinson (Director)	0	11,000
	\$ 0	\$ 32,000

Accrued interest on other related party debt

In December 2004, the Company sold its real property, buildings, improvements and equipment located in Emigsville, Pennsylvania to York Realty Leasing LLC for a sale price of \$1.9 million. The Company entered into the sale/leaseback arrangement with York Realty Leasing LLC because it was unable to negotiate a like transaction with an unaffiliated party. Andy Yurowitz, the Company's Chairman of the Board, President, Chief Executive Officer and a member of the Board of Directors, is a 50% owner of York Realty Leasing LLC. William Robbins is also a 50% owner of York Realty Leasing LLC. In addition to capital contributions that Messrs. Yurowitz and Robbins made to York Realty Leasing LLC, as of December 31, 2005 each had loans outstanding to York Realty Leasing LLC totaling \$201,000 and \$465,000, respectively. York Realty Leasing LLC has classified these two member loans of \$666,000 as long-term and is accruing interest of 15% per annum on both loans.

Interest

Interest expense with respect to related parties for the years ended December 31, 2005, 2004 and 2003 is presented below:

	Years ended December 31,		
	2005	2004	2003
Second mortgage	\$ 0	\$ 36,000	\$ 46,000
York Realty Leasing LLC members	267,000	14,000	0
	\$ 267,000	\$ 50,000	\$ 46,000

15. Minority Interest

As a result of Financial Interpretation 46(R), effective as of December 31, 2004, the Company's consolidated balance sheet includes the assets and liabilities of York Realty Leasing LLC. Andy Yurowitz and William Robbins are each 50% owners of York Realty Leasing LLC. As of December 31, 2005, each had contributed \$5,500 in capital to York Realty Leasing LLC. In 2005, York Realty Leasing LLC sustained a loss of \$147,000 of which \$11,000 was allocated to the stockholders of the LLC. This eliminated their cash investment as of December 31, 2005.

A former president of Hercon Laboratories Corporation maintains a 1.5% interest in Hercon Laboratories Corporation.

16. Quarterly Results of Operations (Unaudited)

	First Quarter	Second Quarter (in thousands, except per share data)	Third Quarter	Fourth Quarter
<u>2005</u>				
Net sales	\$ 1,474	\$ 2,224	\$ 1,893	\$ 1,995
Net loss applicable to common stockholders	\$ <182>	\$ <402>	\$ <326>	\$ <1,572>
Net loss per common share	\$ <.005>	\$ <.010>	\$ <.008>	\$ <.039>
Diluted net loss per common share	\$ <.005>	\$ <.010>	\$ <.008>	\$ <.039>
<u>2004</u>				
Net sales	\$ 1,975	\$ 2,128	\$ 2,290	\$ 2,798
Net income <loss> applicable to common stockholders	\$ <372>	\$ <37>	\$ 151	\$ <340>
Net income <loss> per common share	\$ <.009>	\$ <.001>	\$ .004	\$ <.009>
Diluted net income <loss> per common share	\$ <.009>	\$ <.001>	\$ .004	\$ <.009>

The above financial data may not total to the results indicated on the Company's financial statements.

ITEM 8. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

On February 4, 2005, we retained the services of Demetrius & Company, L.L.C. to serve as our independent accountant to audit our financial statements. We had not retained an independent auditor since 2000. The engagement of Demetrius & Company was approved by our Board of Directors.

Prior to its engagement, we had not consulted with Demetrius & Company, L.L.C. regarding the application of accounting principles to a specific completed or contemplated transaction, or the type of audit opinion that would be rendered on our financial statements. Moreover, we did not seek, and Demetrius & Company, L.L.C. did not furnish, written or oral advice on any matter that we considered an important factor in reaching a decision as to an accounting, auditing or financial reporting issue.

Demetrius & Company's offices are located at Wayne Interchange Plaza II, 155 Route 46, Wayne, New Jersey 07470.

ITEM 8A. CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. As of the end of the period covered by this Annual Report on Form 10-KSB, we carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15. Based upon that evaluation, management and our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective. During the periods covered by this Annual Report on Form 10-KSB, there was no change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that materially effected, or is reasonably likely to materially effect, our internal control over financial reporting.

ITEM 8B. OTHER INFORMATION

None

PART III

ITEM 9. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT

Directors and Executive Officers.

The following table sets forth certain information about our directors and executive officers as of February 20, 2007:

Name	Age	Position	Year First Became a Director
Andy E. Yurowitz	71	Chairman of the Board, President, Chief Executive Officer and Director	2000
Ronald J. Burghauser	46	Chief Financial Officer, Treasurer and Secretary	
Andrew J. Levinson	58	Director	2000
Manfred Mayerfeld	75	Director	2000

The Company's directors are elected to hold office until the next annual meeting of shareholders and until their respective successors have been elected and qualified. The Company's officers serve at the pleasure of the Board of Directors.

Set forth below is biographical information concerning our directors and executive officers for at least the past five years. All of the following persons who are executive officers are also full-time employees.

Andy E. Yurowitz has served as Chairman of the Board of Directors, President, Chief Executive Officer of Transderm since February 2000. Mr. Yurowitz has also served as Chairman of the Board of Directors, President, Chief Executive Officer of Health-Chem and all of the Group's subsidiaries since February 2000.

Ronald J. Burghauer, a certified public accountant, has served as Chief Financial Officer, Treasurer and Secretary of the Company since November 2003. From May 2002 through October 2003, Mr. Burghauer was Controller of the Company. From April 1999 through September 2001, Mr. Burghauer was Chief Financial Officer for Oakworks, Inc., a manufacturer of therapeutic equipment. Mr. Burghauer serves as the chief financial officer, treasurer and secretary of each of the Group's subsidiaries, positions which he has held since November 2003.

Andrew J. Levinson has been a practicing attorney for more than twenty-nine years. From September 2002 to the present, Mr. Levinson has been counsel to Greenberg & Kahr in New York City. Previously he was a partner in Phillips Nizer, LLP from March 2001 to August 2002. Mr. Levinson serves as a member of the Board of Transderm and each of the Group's subsidiaries, positions which he has held since February 2000. Mr. Levinson has also served on the Board of Directors of Health-Chem and all of the Group's subsidiaries since February 2000.

Manfred Mayerfeld retired from teaching in 1991. Since then he has been active in real estate investing and property management. Mr. Mayerfeld serves as a member of the Board of Transderm and each of the Group's subsidiaries, positions which he has held since February 2000. Mr. Mayerfeld has also served on the Board of Directors of Health-Chem and all of the Group's subsidiaries since February 2000.

#### Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Act of 1934 requires the Company's officers and directors, and greater than 10% stockholders, to file reports of ownership and changes in ownership of its securities with the SEC. Copies of the reports are required by SEC regulation to be furnished to the Company. Based on management's review of these reports during the year ended December 31, 2005, none of the reports required to be filed were filed on a timely basis.

#### Code of Ethics

Our Board of Directors has adopted a Code of Ethics that applies to our Chief Executive Officer, our Chief Financial Officer and to the other senior management and senior financial staff of our company. Our Code of Ethics complies with the requirements imposed by the Sarbanes-Oxley Act of 2002 and the rules and regulations issued thereunder for codes of ethics applicable to such officers. Our Board of Directors has reviewed and will continue to evaluate its role and responsibilities with respect to the new legislative and other requirements of the SEC. Interested persons can obtain a copy of our Code of Ethics, without charge and upon request, by writing to the Company's Secretary at: Transderm Laboratories Corporation, 101 Sinking Springs Lane, Emigsville, PA 17318.

#### Corporate Governance

##### *General*



We believe that good corporate governance is important to ensure that Transderm is managed for the long-term benefit of our stockholders. This section describes key corporate governance practices.

#### *Board Determination of Independence*

As of the date hereof, the Company has no policy with respect to independence requirements for its Board members or that a majority of its board be comprised of “independent directors.” In determining whether a Board member is “independent,” the Company applies the standards of “independence” prescribed by rules set forth by the American Stock Exchange (“AMEX”). Under said rules, a director will only qualify as an “independent director” if, in the opinion of our Board of Directors, that person does not have a relationship with our company which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. A director who is, or at any time during the past three years, was employed by the Company or by any parent or subsidiary of the Company, shall not be considered independent. Accordingly, Manfred Mayerfeld and Andrew Levinson meet the definition of “independent director” under Section 121 of the American Stock Exchange Company Guide; Andy Yurowitz does not.

#### *Board of Directors Meetings and Attendance*

The Board of Directors has responsibility for establishing broad corporate policies and reviewing our overall performance rather than day-to-day operations. The primary responsibility of our Board of Directors is to oversee the management of our company and, in doing so, serve the best interests of the Company and our stockholders. The Board of Directors selects, evaluates and provides for the succession of executive officers and, subject to stockholder election, directors. It reviews and approves corporate objectives and strategies, and evaluates significant policies and proposed major commitments of corporate resources. Our Board of Directors also participates in decisions that have a potential major economic impact on our Company. Management keeps the directors informed of Company activity through regular communication.

We have no formal policy regarding director attendance at the annual meeting of stockholders, although all directors are expected to attend the annual meeting of stockholders if they are able to do so. The Board of Directors did not meet or otherwise take action by written consent during 2005.

#### *Board of Directors Committees*

We do not currently have a standing audit, nominating or compensation committee of the Board of Directors, or any committee performing similar functions. Our Chairman of the Board, Andy Yurowitz, and our remaining directors, Manfred Mayerfeld and Andrew Levinson, perform the functions of audit, nominating and compensation committees. As of the date of this report, no member of our Board of Directors qualifies as an “audit committee financial expert” as defined in Item 401(e) of Regulation S-B promulgated under the Securities Act of 1933, as amended. Since the Board of Directors currently consists of three members, it does not believe that establishing a separate nominating committee is necessary for effective governance. If and when additional members of the Board of Directors are appointed or elected, we will consider creating a nominating committee. Given the Company’s financial condition, management does not anticipate hiring any additional executives in the foreseeable future and for this reason it does not believe that establishing a separate compensation committee is necessary for effective governance. The Board will consider establishing a compensation committee if and when it becomes necessary or required.

*Shareholder Communications*

The Company does not presently provide a process for security holders to send communications to the Board of Directors. The Company does not provide such process because it has not held a shareholders meeting at which directors were elected since 1999, as it has not had the funds to cover the cost of preparing and filing a proxy statement in connection with such meeting. All of the current members of the Board of Directors have served as directors since 2000. The Board of Directors expects to hold a shareholders meeting at which directors will be elected after it files its annual report for the year ended December 31, 2006 and to adopt a process for security holders to send communications to the Board of Directors prior to the annual shareholders meeting after the 2007 fiscal year which it will make available to shareholders in a report it will file with the SEC after the adoption of such process.

**ITEM 10. EXECUTIVE COMPENSATION****Directors' Compensation**

The Company does not compensate its employee directors for services rendered as directors. The Company reimburses non-employee directors for travel and related expenses for attending board meetings. Effective January 1, 2006, non-employee directors receive \$1,250 per month, an additional fee of \$1,000 for each board meeting attended in person and \$500 for each board meeting attended telephonically. During the period January 2000 through December 2005, non-employee directors received no fees.

**Executive Compensation**

The following Summary Compensation Table sets forth certain information concerning the annual and long-term compensation of the person serving as the Company's chief executive officer and each other executive officer who received annual compensation in excess of \$100,000 during the last two fiscal years (collectively, the "Named Executives").

**SUMMARY COMPENSATION TABLE**

Name and Principle Position	Year	Annual Compensation			Long Term Compensation Awards			All Other Compensation
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)	Restricted Stock Awards (\$)	Options/SARs (#)	Payouts (\$)	
Andy Yurowitz, President, Chief Executive Officer and Chairman	2005	\$ 180,000						\$ 606
	2004	\$ 145,974						
Ronald J. Burghauer, Chief Financial Officer, Secretary and Treasurer	2005	\$ 133,827						\$1,994
	2004	\$ 117,036	\$ 4,600					\$1,583
Kenneth Brody, Former Chief Financial	2005	\$ 130,769						\$2,659

Officer and Former  
 Manager - Sales,  
 Marketing & Business  
 Development

Donald E. Kauffman, Former Vice President	2004	\$ 112,800		\$1,613
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Richard L. Bulwicz, Manager - Quality Operations	2005	\$ 101,600		\$ 1,503
	2004	\$ 97,575	\$ 3,900	\$ 1,412

(1) Consists of the Company matching contributions under our 401(K) plan and the term cost value of all excess group life insurance policies on behalf of the Named Executives.

Option Grants in the Last Fiscal Year.

During the fiscal years ended December 31, 2005 and 2006, Transderm did not grant any options to purchase any securities.

As of the date hereof, there are no options to purchase any securities outstanding.

Fiscal Year-End Option Numbers and Values.

During the fiscal years ended December 31, 2005 and 2006, there were no options to purchase shares of common stock outstanding.

Equity Compensation Plan Information.

Not applicable.

**ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.**

The following table sets forth information, as of February 13, 2007 with respect to the beneficial ownership of our common stock by each person known by us to be the beneficial owner of more than 5% of the outstanding common stock, by each of our officers and directors, and by all of our officers and directors as a group.

For the purpose of this table, the beneficial ownership of a person includes shares as to which that person has sole or shared voting or investment power as well as shares that the person has the right to acquire within 60 days (such as upon conversion of convertible securities or exercise of warrants or options) as of February 13, 2007. For the purpose of calculating the ownership percentages for each person listed, we have considered to be outstanding both the total number shares actually outstanding on February 13, 2007 and the total number of shares that various people then had the right to acquire within 60 days of said date.

Name and Address of Beneficial Owner (1)	Number of Shares Beneficially Owned (2)	Percent of Class (3)
Andy E. Yurowitz	227,350 (4)	*
Manfred Mayerfeld	0	-
Andrew J. Levinson	0	-
Ronald J. Burghauser	424 (4)	*
Laura G. Speiser (5)	2,520,362	6.30%
All directors and executive officers as a group (4 persons)	227,774	*

\* Indicates ownership of less than one percent (1%) of class.

- (1) Address is c/o Transderm Laboratories Corporation, 101 Sinking Springs Lane, Emigsville, PA 17318.
- (2) The information concerning security holders is based upon information furnished to the Company by such security holder. Except as otherwise indicated, all of the shares are owned of record and beneficially and the persons identified have sole voting and dispositive power with respect thereto.
- (3) Based upon 40,000,000 shares of common stock outstanding on February 13, 2007.
- (4) Voting and/or dispositive power is shared with another individual.
- (5) Includes 188,475 shares of common stock owned by Lauralei Investors, Inc. ("Lauralei"), of which Laura G. Speiser was the sole stockholder. The Company was made aware of Ms. Speiser's demise in May 2006 and has been unable to ascertain the current owner of these shares.

## ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

In December 2004, Transderm sold its real property, buildings, improvements and equipment located in Emigsville, Pennsylvania to York Realty Leasing LLC for a sale price of \$1.9 million. Concurrent with the sale, Transderm entered into a 15-year lease for the property expiring in December 2019, which can be extended by the Company for an additional five years. The agreement provides for a Company repurchase option at a price of \$1,995,000. The annual lease cost during the initial 15 year term is \$212,400. In December 2002, Transderm had received an appraisal for the real property, including the structures and appurtenances, by Weinstein Realty Advisors, an independent real estate agent located in York, Pennsylvania, which appraised the market value of the real property and structures at \$1,850,000. The proceeds from the sale were used to satisfy a \$1.6 million first mortgage associated with the property and to substantially pay off a \$367,500 Second Mortgage (the "Second Mortgage"). Mr. Andy E. Yurowitz, the Chairman of the Board, President, Chief Executive Officer and a member of the Board of Directors of each of Transderm and Health-Chem, is a 50% owner of York Realty Leasing LLC. Transderm entered into the sale/leaseback arrangement with York Realty Leasing LLC because it required cash and was unable to obtain a loan or any other financing from an unaffiliated party on any basis. In December 2005, York Realty Leasing LLC obtained a \$1.4 million mortgage from Fulton Bank. Proceeds from the mortgage were used to pay down York Realty Leasing LLC member loans.

ITEM 13. EXHIBITS AND REPORTS ON FORM 8-K

## (a) EXHIBITS

Exhibit No.	Exhibit Description	Location Reference
2	Plan of Reorganization and Asset Exchange Agreement dated as of June 30, 1995, by and among Health-Chem Corporation, ("Health-Chem") Herculite Products, Inc. ("HPI") and Transderm Laboratories Corporation ("Transderm").	Previously filed as Exhibit 2 to Transderm's Registration Statement on Form S-1 No. 33-95080 filed with the Commission on July 28, 1995 ("Registration Statement").
3.1	Restated Certificate of Incorporation dated April 27, 1995.	Previously filed as Exhibit 3.1 to the Registration Statement.
3.2	Amendment to Restated Certificate of Incorporation dated July 13, 1995,	Previously filed as Exhibit 3.2 to the Registration Statement.
3.3	By-Laws.	Previously filed as Exhibit 3.3 to the Registration Statement.
10.1	Asset Acquisition Agreement dated April 28, 1995 between Hercon Environmental Corporation ("HEC") and Hercon Laboratories Corporation ("HLC").	Previously filed as Exhibit 10.7 to the Registration Statement.
10.2	\$7,000,000 principal amount Subordinated Promissory Note of HLC.	Previously filed as Exhibit 10.8 to Amendment No. 1 to the Registration Statement ("Amendment No. 1").
10.3	Corporate Services Agreement between Health-Chem and Transderm, dated as of August 31, 1995.	Previously filed as Exhibit 10.9 to Amendment No. 1.
10.4	Tax Sharing Agreement between Health Chem and Transderm, dated as of August 31, 1995	Previously filed as Exhibit 10.10 to Amendment No. 1.
10.5	Second Modification Agreement dated as of October 11, 1995 by and among Health-Chem, HLC, HPI, Pacific Combining Corporation ("PCC"), HEC and Transderm.	Previously filed as Exhibit 10.5 to the Registrant's Quarterly Report for the Quarter ended September 30, 1995.

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10.6	Revolving Credit, Term Loan and Security Agreement dated as of January 9, 1997 by and between HCH, HPI, HEC, PCC, HLC and Transderm and IBJ Schroder Bank & Trust Company,	Previously filed as Exhibit 1 to Health-Chem's Current Report on Form 8-K filed with the Commission on January 22, 1997.
10.7	First Amendment to Revolving Credit, Term Loan and Security Agreement dated as of January 21, 1998 by and between HCH, HPI, HEC, PCC, HLC and Transderm and IBJ Schroder Business Credit Corporation.	Previously filed as Exhibit 10.18(b) to Health-Chem's Report on Form 10-K for the year ended December 31, 1997.
10.8	Second Amendment to Revolving Credit, Term Loan and Security Agreement dated as of July 31, 1998 by and between HCH, HPI, HEC, PCC, HLC and Transderm and IBJ Schroder Business Credit Corporation.	Previously filed as an exhibit to Health-Chem's Report on Form 10-Q for the quarter ended September 30, 1998.
10.9	Waiver and Third Amendment to Revolving Credit, Term Loan and Security Agreement dated as of January 11, 1999 by and between Health-Chem, HPI, HEC, PCC, HLC and Transderm and IBJ Whitehall Business Credit Corporation.	Previously filed as Exhibit 10.18(d) to Health-Chem's Report on Form 10-K for the year ended December 31, 1998.
10.10	Consent and Fourth Amendment to Revolving Credit, Term Loan and Security Agreement dated as of March 24, 1999 by and between HCH, HPI, HEC, PCC, HLC and Transderm and IBJ Whitehall Business Credit Corporation.	Previously filed as Exhibit 10.18(e) to Health-Chem's Report on Form 10-K for the year ended December 31, 1998.
10.11	Amendment and Forbearance Agreements to Revolving Credit, Term Loan and Security Agreement dated as of April 14, 1999, May 14, 1999, June 21, 1999, July 15, 1999 and August 15, 1999 by and between Health-Chem, HPI, HEI, PCC, HLC and Transderm and IBJ Whitehall Business Credit Corporation.	Previously filed as Exhibit 10.18 (f) to Health-Chem's Report on Form 10-K for the year ended December 31, 1998.
10.12	Asset Purchase Agreement dated as of July 20, 1999 by and among HPI, HEC and Aberdeen Road Company.	Previously filed as Exhibit 2.1 to Health-Chem's Current Report on Form 8-K dated September 2, 1999.
10.13	License Agreement dated March 13, 2000 between HLC and Key Pharmaceuticals, Inc.	Previously filed as Exhibit 10.18 to Health-Chem's Annual Report on Form 10-KSB for the year ended December 31, 2004 as filed with the SEC on July 31, 2006 (the "HC 2004 10-KSB").





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10.14	Mortgage and Security Agreement dated May 23, 2000 between Transderm and Mercury Capital Corp.	Previously filed as Exhibit 10.19 to the HC 2004 10-KSB.
10.15	Mortgage Note dated May 23, 2000 made by Transderm in favor of Mercury Capital Corp.	Previously filed as Exhibit 10.20 to the HC 2004 10-KSB.
10.16	Guaranty of Transderm in favor of Mercury Capital Corp. dated May 23, 2000.	Previously filed as Exhibit 10.21 to HC 2004 10-KSB.
10.17	Assignment of Leases and Rents from Transderm to Mercury Capital Corp. dated May 23, 2000.	Previously filed as Exhibit 10.22 to the HC 2004 10-KSB.
10.18	Mortgage Modification Agreement dated June 30, 2000 between Transderm and Mercury Capital Corp.	Previously filed as Exhibit 10.23 to the HC 2004 10-KSB.
10.19	Mortgage Modification Agreement dated July 10, 2000 between Transderm and Mercury Capital Corp.	Previously filed as Exhibit 10.24 to the HC 2004 10-KSB.
10.20	Assignment of Leases and Rents from Transderm to Mercury Capital Corp. dated July 13, 2000.	Previously filed as Exhibit 10.25 to the HC 2004 10-KSB.
10.21	Guaranty of Transderm in favor of Mercury Capital Corp. dated July 13, 2000.	Previously filed as Exhibit 10.26 to the HC 2004 10-KSB.
10.22	Sales Representative Agreement dated July 25, 2000 between HLC and Granard Pharmaceutical, LLP.	Previously filed as Exhibit 10.27 to the HC 2004 10-KSB.
10.23	Product Purchase Agreement dated February 28, 2001 between HLC and Ranbaxy Pharmaceuticals Inc. (portions of this Exhibit have been omitted pursuant to a request for confidential treatment and have been filed separately with the Commission).	Previously filed as Exhibit 10.28 to the HC 2004 10-KSB.
10.24	Development Assistance Agreement dated February 28, 2001 between HLC and Ranbaxy Pharmaceuticals Inc. (portions of this Exhibit have been omitted pursuant to a request for confidential treatment and have been filed separately with the Commission).	Previously filed as Exhibit 10.29 to the HC 2004 10-KSB.

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| 10.25 | Finished Goods Supply Agreement dated February 28, 2001 between HLC and Ranbaxy Pharmaceuticals Inc. (portions of this Exhibit have been omitted pursuant to a request for confidential treatment and have been filed separately with the Commission).   | Previously filed as Exhibit 10.30 to the HC 2004 10-KSB. |
| 10.26 | Amendment No. 1 to Sales Representative Agreement between HLC and Granard Pharmaceutical, LLP dated July 24, 2001.   | Previously filed as Exhibit 10.31 to the HC 2004 10-KSB. |
| 10.27 | Mortgage Note in the principal amount of \$367,500 dated August 7, 2001 among Transderm and certain creditors, including affiliates of Transderm.  | Previously filed as Exhibit 10.32 to the HC 2004 10-KSB. |
| 10.28 | Agreement dated May 22, 2002 among Zackfoot Investments, LLC, the holders of the Mortgage Note dated August 7, 2001 and Transderm.   | Previously filed as Exhibit 10.34 to the HC 2004 10-KSB. |
| 10.29 | Promissory Note in the principal amount of \$164,692.50 dated May 22, 2002 among Transderm and Zackfoot Investments, LLC and certain other lenders to Transderm.   | Previously filed as Exhibit 10.35 to the HC 2004 10-KSB. |
| 10.30 | Mortgage Note in the principal amount of \$150,000 dated June 22, 2002 made by Transderm Laboratories Corporation in favor of Albert David.  | Previously filed as Exhibit 10.36 to the HC 2004 10-KSB. |
| 10.31 | Outline of Agreement between the Registrant and Jack Aronowitz, Leon Services LLC and Health-Chem Diagnostics, LLC, effective October 31, 2003   | Previously filed as Exhibit 10.37 to the HC 2004 10-KSB. |
| 10.32 | Development, Manufacturing and Supply Agreement dated June 10, 2004 between Hercon Laboratories Corporation and Ranbaxy Pharmaceuticals Inc. (portions of this Exhibit have been omitted pursuant to a request for confidential treatment and have been filed separately with the Commission). | Previously filed as Exhibit 10.38 to the HC 2004 10-KSB. |
| 10.33 | Deed dated December 7, 2004 selling and transferring ownership of the land and building owned by Transderm Laboratories Corporation to York Realty Leasing LLC.  | Previously filed as Exhibit 10.39 to the HC 2004 10-KSB. |

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| 10.34 | Warranty Bill of Sale dated December 7, 2004 selling and transferring ownership of machinery and equipment owned by Hercon Laboratories Corporation to York Realty Leasing LLC.  | Previously filed as Exhibit 10.40 to the HC 2004 10-KSB.   |
| 10.35 | Commercial Lease Agreement dated December 7, 2004 by and between York Realty Leasing LLC and Transderm   | Previously filed as Exhibit 10.41 to the HC 2004 10-KSB.   |
| 10.36 | Development, Manufacturing and Supply Agreement dated April 28, 2006 between HLC and Cure Therapeutics, Inc. (portions of this Exhibit have been omitted pursuant to a request for confidential treatment and have been filed separately with the Commission). | Previously filed as Exhibit 10.42 to the HC 2004 10-KSB.   |
| 14    | Code of Ethics   | Previously filed in Transderm's Annual Report on Form 10-KSB for the years ended December 31, 2003 and 2004. |
| 21    | Subsidiaries of the Registrant.  | Filed herewith.  |
| 31.1  | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  | Filed herewith.  |
| 31.2  | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  | Filed herewith.  |
| 32.1  | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.   | Filed herewith.  |
| 32.2  | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.   | Filed herewith.  |

(b) REPORTS ON FORM 8-K

During the quarter ended December 31, 2005 the Company did not file any reports on Form 8-K.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Audit Fees

The aggregate fees billed by Demetrius & Company, L.L.C. for professional services related to the audit of the Company's consolidated financial statements for the fiscal years ended December 31, 2004 and 2005 were \$80,000.

Audit-Related Fees

There were no fees billed by Demetrius & Company, L.L.C. for audit-related services for the fiscal years ended December 31, 2004 or 2005.

Tax Fees

There were no fees billed by Demetrius & Company, L.L.C. for tax services during the fiscal years ended December 31, 2004 or 2005.

All Other Fees

There were no fees billed by Demetrius & Company, L.L.C. for any other professional services during the fiscal years ended December 31, 2004 or 2005.

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SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TRANSDERM LABORATORIES CORPORATION

Name and Capacity	Date
<u>/s/ Andy E. Yurowitz</u>	February 27, 2007

By: Andy E. Yurowitz  
 Chairman of the Board,  
 President and Chief Executive  
 Officer (Principal Executive Officer)

<u>/s/ Ronald J. Burghauser</u>	February 27, 2007
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By: Ronald J. Burghauser  
 Chief Financial Officer,  
 Treasurer and Secretary  
 (Principal Financial Officer)  
 (Principal Accounting Officer)

In accordance with the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Person	Capacity	Date
<u>/s/ Andy E. Yurowitz</u> Andy E. Yurowitz	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer) and Director	February 27, 2007
<u>/s/ Ronald J. Burghauser</u> Ronald J. Burghauser	Chief Financial Officer, Treasurer and Secretary (Principal Financial Officer) (Principal Accounting Officer)	February 27, 2007
<u>/s/ Andrew J. Levinson</u> Andrew J. Levinson	Director	February 27, 2007
<u>/s/ Manfred Mayerfeld</u> Manfred Mayerfeld	Director	February 27, 2007