

FULLER H B CO  
Form 8-K  
December 12, 2008

**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): December 12, 2008**

**H.B. FULLER COMPANY**

(Exact name of registrant as specified in its charter)

**Minnesota**  
(State or other jurisdiction

of incorporation)

**001-09225**  
(Commission file number)

**1200 Willow Lake Boulevard**

**P.O. Box 64683**

**41-0268370**  
(I.R.S. Employer

Identification No.)

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St. Paul, MN 55164-0683

(Address of principal executive offices, including zip code)

(651) 236-5900

(Registrant's telephone number, including area code)

Not Applicable

(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:

- .. 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 2.02. Results of Operations and Financial Condition.**

On December 12, 2008, H.B. Fuller Company (the Company ) announced preliminary financial results for the fourth quarter and fiscal year ended November 29, 2008. A copy of the press release that discusses this matter is furnished as Exhibit 99.1 to, and incorporated by reference in, this report.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release, dated December 12, 2008, issued by H.B. Fuller Company

**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.

Date: December 12, 2008

**H.B. FULLER COMPANY**

By: /s/ Timothy J. Keenan  
Timothy J. Keenan  
Vice President, General Counsel and Corporate  
Secretary

## EXHIBIT INDEX

Exhibit No.	Description
99.1	<p data-bbox="284 352 997 382">Press Release, dated December 12, 2008, issued by H.B. Fuller Company</p> <p data-bbox="87 382 1501 1919">Cayman Islands partnership ("TCO"), with respect to the shares of Common Stock directly owned by TCO; (ii) Tontine Capital Partners, L.P., a Delaware limited partnership ("TCP") with respect to the shares of Common Stock directly owned by it; (iii) Tontine Capital Management, L.L.C., a Delaware limited liability company organized under the laws of the State of Delaware ("TCM"), with respect to the shares of Common Stock directly owned by TCP; (iv) Jeffrey L. Gendell, a United States citizen ("Mr. Gendell") with respect to the shares of Common Stock directly owned by each of TCO and TCP. The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party. CUSIP No. 73936N105 13G/A Page 7 of 10 Pages Item 2(b). Address of Principal Business Office or, if None, Residence: The address of the business office of each of the Reporting Persons is 55 Railroad Avenue, Greenwich, Connecticut 06830. Item 2(c). Citizenship: See Item 2(a) above. Item 2(d). Title of Class of Securities: Common Stock, \$0.01 par value (the "Common Stock") Item 2(e). CUSIP Number: 73936N105 Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a: (a) <input type="checkbox"/> Broker or dealer registered under Section 15 of the Act, (b) <input type="checkbox"/> Bank as defined in Section 3(a)(6) of the Act, (c) <input type="checkbox"/> Insurance Company as defined in Section 3(a)(19) of the Act, (d) <input type="checkbox"/> Investment Company registered under Section 8 of the Investment Company Act of 1940, (e) <input type="checkbox"/> Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E), (f) <input type="checkbox"/> Employee Benefit Plan or Endowment Fund in accordance with 13d-1(b)(1)(ii)(F), (g) <input type="checkbox"/> Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G), (h) <input type="checkbox"/> Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act, (i) <input type="checkbox"/> Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940, (j) <input type="checkbox"/> Group, in accordance with Rule 13d-1(b)(1)(ii)(J). Not applicable. CUSIP No. 73936N105 13G/A Page 8 of 10 Pages Item 4. Ownership. A. Tontine Overseas Associates, L.L.C. (a) Amount beneficially owned: 313,215 (b) Percent of class: 1.86% The percentages used herein and in the rest of Item 4 are calculated based upon the 16,806,099 shares of Common Stock issued and outstanding as of November 1, 2007, as reflected in the Company's Form 10-Q for the quarterly period ended September 30, 2007. .. (c)(i) Sole power to vote or direct the vote: -0- (ii) Shared power to vote or direct the vote: 313,215 (iii) Sole power to dispose or direct the disposition: -0- (iv) Shared power to dispose or direct the disposition: 313,215 B. Tontine Capital Partners, L.P. (a) Amount beneficially owned: 1,253,787 (b) Percent of class: 7.46% (c)(i) Sole power to vote or direct the vote: -0- (ii) Shared power to vote or direct the vote: 1,253,787 (iii) Sole power to dispose or direct the disposition: -0- (iv) Shared power to dispose or direct the disposition: 1,253,787 C. Tontine Capital Management, L.L.C. (a) Amount beneficially owned: 1,253,787 (b) Percent of class: 7.46% (c)(i) Sole power to vote or direct the vote: -0- (ii) Shared power to vote or direct the vote: 1,253,787 (iii) Sole power to dispose or direct the disposition: -0- (iv) Shared power to dispose or direct the disposition: 1,253,787 D. Jeffrey L. Gendell (a) Amount beneficially owned: 1,567,002 (b) Percent of class: 9.32% (c)(i) Sole power to vote or direct the vote: -0- (ii) Shared power to vote or direct the vote: 1,567,002 (iii) Sole power to dispose or direct the disposition: -0- (iv) Shared power to dispose or direct the disposition: 1,567,002 CUSIP No. 73936N105 13G/A Page 9 of 10 Pages Item 5. Ownership of Five Percent or Less of a Class. Not applicable. Item 6. Ownership of More than Five Percent on Behalf of Another Person. TCM, the general partner of TCP, has the power to direct the affairs of TCP, including decisions respecting the disposition of the proceeds from the sale of the shares of the Company. Mr. Gendell is the managing member of TCM and TOA, and in that capacity directs their operations. TCO, as the client of TOA has the power to direct the receipt of dividends from or the proceeds of sale of such shares. Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company. Not applicable. Item 8. Identification and Classification of Members of the Group. See Item 2. Item 9. Notice of Dissolution of Group. Not applicable. Item 10. Certification. Each of the Reporting Persons hereby makes the following certification: By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or</p>

influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect. CUSIP No. 73936N105 13G/A Page 10 of 10 Pages  
SIGNATURES After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct. DATED: January 25, 2008 /s/ JEFFREY L. GENDELL ----- Jeffrey L. Gendell, individually, and as managing member of Tontine Capital Management, L.L.C., general partner of Tontine Capital Partners, L.P. and as managing member of Tontine Overseas Associates, L.L.C.