

INTEGRATED DEFENSE TECHNOLOGIES INC
Form 8-K
August 19, 2003

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: August 17, 2003
(Date of earliest event reported)

INTEGRATED DEFENSE TECHNOLOGIES, INC.

(Exact name of Registrant as Specified in its Charter)

DELAWARE

001-31235

13-4027646

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

110 Wynn Drive
HUNTSVILLE, ALABAMA

35805

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (256) 895-2000

NO CHANGE

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

Item 5. OTHER EVENTS AND REGULATION FD DISCLOSURE.

On August 18, 2003, Integrated Defense Technologies, Inc. ("IDT") and DRS Technologies, Inc. ("DRS") announced that they had entered into an Agreement and Plan of Merger (the "Merger Agreement"), dated as of August 15, 2003, by and among IDT, DRS and MMC3 Corporation, a wholly-owned subsidiary of DRS ("Merger Sub"). Pursuant to the Merger Agreement, among other things, Merger Sub will be merged with and into IDT, with IDT to survive the merger (the "Merger"). The consummation of the Merger is contingent upon adoption of the Merger Agreement and approval of the Merger by the IDT stockholders, regulatory approvals and other customary closing conditions set forth in the Merger Agreement. If the merger transaction is completed, each share of IDT common stock will be converted into the right to receive (i) \$12.25 in cash without interest and (ii) 0.1875 of a share of DRS common stock. A collar on the merger consideration provides that if DRS's average common stock closing price prior to the closing of the transaction decreases below \$28.00 per share, the exchange ratio will

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increase proportionally, but will not increase above 0.2027 of a share of DRS common stock.

In connection with the Merger Agreement, certain beneficial owners of IDT common stock have entered into a voting agreement with DRS (the "Voting Agreement"). The Voting Agreement provides that these beneficial owners have, among other matters, (i) granted to DRS an irrevocable proxy to vote their shares of IDT common stock in favor of the Merger and the transactions contemplated by the Merger Agreement and (ii) agreed to refrain from selling or purchasing additional securities of IDT during the term of the Merger Agreement. The Voting Agreement prevents the parties thereto from conducting certain activities, such as soliciting proxies and submitting stockholder proposals with respect to IDT's stock. The Voting Agreement will terminate upon the earliest to occur of the termination of the Voting Agreement by mutual written consent of the parties, the Effective Time (as defined in the Merger Agreement) and the termination of the Merger Agreement in accordance with its terms.

Also in connection with the execution of the Merger Agreement, certain beneficial owners of IDT common stock have entered into a standstill agreement with DRS (the "Standstill Agreement"). The Standstill Agreement provides that these beneficial owners have agreed to generally refrain from acquiring securities of DRS and conducting certain activities, such as soliciting proxies and submitting stockholder proposals with respect to DRS. The Standstill Agreement will terminate upon the earliest to occur of the termination of the Standstill Agreement by mutual written consent of the parties, the 7th anniversary of the date of the Standstill Agreement and the termination of the Merger Agreement in accordance with its terms.

The foregoing descriptions of the Merger Agreement, the Voting Agreement and the Standstill Agreement do not purport to be complete and are qualified in their entirety by the terms and conditions of the Merger Agreement, the Voting Agreement and the Standstill Agreement, which are filed as Exhibit 2.1, Exhibit 99.1 and 99.2 hereto, respectively, and are incorporated herein by reference.

On August 18, 2003, IDT and DRS issued a joint press release announcing the merger transaction. The joint press release is attached as Exhibit 99.3 hereto and is incorporated herein

by reference.

Item 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

| EXHIBIT NUMBER ----- | DESCRIPTION ----- |
|----------------------------|---|
| 2.1 | Agreement and Plan of Merger, dated as of August 15, 2003, among DRS Technologies, Inc., MMC3 Corporation and Integrated Defense Technologies, Inc. |
| 99.1 | Voting Agreement, entered into as of August 15, 2003, by and among DRS Technologies, Inc., Veritas Capital Management, L.L.C., The Veritas Capital Fund, L.P. and IDT Holding, L.L.C. |
| 99.2 | Standstill Agreement, entered into as of August 15, 2003, by and |

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among DRS Technologies, Inc., Veritas Capital Management, L.L.C.,
The Veritas Capital Fund, L.P., Robert B. McKeon and
IDT Holding, L.L.C.

99.3 Joint press release of Integrated Defense Technologies, Inc. and
DRS Technologies, Inc., issued on August 18, 2003

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: August 19, 2003

INTEGRATED DEFENSE TECHNOLOGIES, INC.

By: /s/ ROBERT B. MCKEON

Name: Robert B. McKeon
Title: Chairman