

Edgar Filing: INFORMATION HOLDINGS INC - Form 8-K

INFORMATION HOLDINGS INC  
Form 8-K  
December 28, 2001

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 27, 2001

INFORMATION HOLDINGS INC.

-----  
(Exact name of registrant as specified in its charter)

Delaware  
-----  
(State or other  
jurisdiction of  
incorporation)

1-14371  
-----  
(Commission File  
Number)

06-1518007  
-----  
(IRS Employer  
Identification No.)

2777 Summer Street, Suite 209, Stamford, CT 06905

-----  
(Address of principal executive offices)

(Zip Code)

(203) 961-9106  
-----

(Registrant's telephone number, including area code)

Item 5. Other Events.  
-----

Information Holdings Inc. announced on December 28, 2001 that the anticipated merger of Fluid Acquisition Corp., a wholly owned subsidiary of Information Holdings Inc. (NYSE: IHI), with and into Liquent, Inc. became effective on December 27, 2001. As a result of the merger, Liquent, Inc. (NASDAQ: LQNT) has become a wholly owned subsidiary of Information Holdings Inc.

Because Fluid Acquisition Corp. previously had acquired more than 90% of the common stock of Liquent, Inc. pursuant to a cash tender offer completed on December 19, 2001, the merger was effected without a meeting of the stockholders of Liquent, Inc. Upon the effectiveness of the merger, each outstanding share of

Edgar Filing: INFORMATION HOLDINGS INC - Form 8-K

common stock of Lipient, Inc. was converted, subject to appraisal rights, into the right to receive \$2.27 in cash, without interest.

A notice of the merger, as well as a letter of transmittal to be used by the holders of common stock of Lipient, Inc. in exchanging their shares for the merger consideration, will be mailed promptly by EquiServe Trust Company, NA, the depository for the merger.

Information Holdings Inc. also announced on December 28, 2001 that, as a result of the merger, Nasdaq will delist the common stock of Lipient, Inc. and Lipient, Inc. will apply to the Securities and Exchange Commission to deregister the common stock under the federal securities laws.

A copy of the press release issued by Information Holdings Inc. on December 28, 2001 is included as an exhibit to this filing and is incorporated herein by reference.

-2-

Item 7. Financial Statement and Exhibits.  
-----

(a) Financial statements of businesses acquired.

Not applicable.

(b) Pro forma financial information.

Not applicable.

(c) Exhibits:

99.1 Press Release dated December 28, 2001.

-3-

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 thereunto duly authorized.

INFORMATION HOLDINGS INC.  
(Registrant)

Date: December 28, 2001

By: /s/ Vincent A. Chippari

-----  
Name: Vincent A. Chippari  
Title: Executive Vice President  
and Chief Financial Officer

EXHIBIT INDEX

Exhibit -----	Description -----
99.1	Press Release dated December 28, 2001.