

Edgar Filing: CAMBREX CORP - Form 8-K

CAMBREX CORP
Form 8-K
January 28, 2005

CONFORMED COPY

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) January 27, 2005

CAMBREX CORPORATION

(Exact name of Registrant as specified in its charter)

DELAWARE 1-10638 22-2476135

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

ONE MEADOWLANDS PLAZA, EAST RUTHERFORD, NEW JERSEY 07073

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (201) 804-3000

Check the appropriate box if the Form 8K 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(d) 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))

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SECTION 2 - FINANCIAL INFORMATION
ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

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On January 27, 2005, Cambrex Corporation issued a press release announcing its financial results for the fourth quarter and full-year 2004. The Press Release is attached to this Form 8-K as Exhibit 99.1. This Press Release and accompanying financial tables include non-GAAP financial information with reconciliation to GAAP measures. Cambrex management believes that the non-GAAP information is an additional meaningful measure of current operating performance and more comparable to historical financial results. Pro forma results are presented to reflect the results of operations before the previously announced Biopharma goodwill impairment.

Such information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any registration statement or other document under the Securities Act of 1933.

ITEM 9.01 - FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

(99.1) Press release issued by Cambrex Corporation dated January 27, 2005.

Such information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any registration statement or other document under the Securities Act of 1933.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on behalf by the undersigned hereunto duly authorized.

CAMBREX CORPORATION

Date: January 27, 2005

By: /s/Luke M. Beshar

Name: Luke M. Beshar
Title: Executive Vice President
Chief Financial Officer

EXHIBIT 99.1 - Cambrex Corporation Press Release dated January 27, 2005