

Edgar Filing: NATCO GROUP INC - Form 8-K

NATCO GROUP INC  
Form 8-K  
March 27, 2003

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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): March 25, 2003

NATCO Group Inc.

(Exact Name of Registrant as Specified in its Charter)

DELAWARE  
(State of Incorporation)

001-15603  
(Commission File Number)

22-2906892  
(IRS Employer  
Identification No.)

2950 North Loop West, 7th Floor  
Houston, Texas  
(Address of Principal Executive Offices)

77092  
(Zip Code)

Registrant's Telephone Number, Including Area Code: (713) 683-9292

ITEM 5. OTHER EVENTS

On March 25, 2003, NATCO Group Inc. issued a press release announcing the completion of a \$15.0 million convertible preferred stock and warrant sale to a private equity firm. This press release is filed as Exhibit 99.1 to this Current Report on Form 8-K. The related Certificate of Designations, Registration Rights Agreement and First Amendment to the Rights Agreement, are filed as exhibits 3.1, 4.1 and 4.2 respectively, to this Current Report on Form 8-K.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

3.1 Certificate of Designations of Series B Convertible Preferred Stock of NATCO Group Inc. dated March 25, 2003

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- 4.1 Registration Rights Agreement by and between Lime Rock Partners II, L.P. and NATCO Group Inc. dated March 25, 2003
- 4.2 First Amendment to Rights Agreement between NATCO Group Inc. and Mellon Investor Services L.L.C. (as successor to ChaseMellon Shareholder Services, L.L.C.), as Rights Agent dated March 25, 2003
- 99.1 Press Release, dated March 25, 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.

Dated: March 27, 2003

NATCO Group Inc.

By: /s/ RYAN S. LILES

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Ryan S. Liles  
Vice President, Controller and  
Principal Accounting Officer

### EXHIBIT INDEX

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