

ADC TELECOMMUNICATIONS INC

Form S-4

June 29, 2006

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As filed with the Securities and Exchange Commission on June 28, 2006

Registration No. 333-

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

ADC TELECOMMUNICATIONS, INC.

(Exact name of registrant as specified in its charter)

Minnesota

*(State or other jurisdiction of
organization)*

3661

*(Primary standard industrial
classification code number)*

41-0743912

*(IRS employer
identification no.)*

**13625 Technology Drive
Eden Prairie, MN 55344
(952) 938-8080**

*(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)*

**Jeffrey D. Pflaum
Vice President, General Counsel & Secretary
ADC Telecommunications, Inc.**

**13625 Technology Drive
Eden Prairie, MN 55344
(952) 938-8080**

(Name, address, including zip code, and telephone number,

including area code, of agent for service)

Copies to:

**Robert A. Rosenbaum
Dorsey & Whitney LLP
50 South Sixth Street, Suite 1500
Minneapolis, Minnesota 55402
(612) 340-2600**

**James T. Lidbury
Mayer, Brown, Rowe & Maw LLP
71 South Wacker Drive
Chicago, Illinois 60606
(312) 782-0600**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement and upon completion of the merger described in the enclosed joint proxy statement/prospectus.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier, effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common stock, par value \$0.20 per share	106,901,664	N/A	\$947,683,246.57(2)	\$101,402.11
Rights to purchase shares of Series A Junior Participating Preferred Stock, par value \$0.0001 per share(3)	106,901,664	N/A	N/A	N/A

(1) This registration statement relates to common stock, \$0.20 par value per share, of ADC Telecommunications, Inc. (ADC), issuable to holders of common stock, \$0.01 par value per share, of Andrew Corporation (Andrew), in the proposed merger of Hazeltine Merger Sub, Inc., a wholly owned subsidiary of ADC, with and into

Andrew. The amount of ADC common stock to be registered has been determined by multiplying (A) the exchange ratio (0.57 shares of ADC common stock for each share of Andrew common stock) by (B) 187,546,778, the maximum number of shares of Andrew common stock that may be cancelled in the merger (the sum of (i) 159,659,113 shares of Andrew common stock outstanding as of June 15, 2006, (ii) 9,356,097 shares of Andrew common stock issuable upon the exercise or vesting of awards made pursuant to Andrew stock-based plans as of June 15, 2006 (whether or not currently exercisable), (iii) 1,000,000 shares of Andrew common stock issuable upon the exercise of warrants issued by Andrew as of June 15, 2006 and (iv) 17,531,568 shares of Andrew common stock into which convertible notes issued by Andrew are convertible as of June 15, 2006).

- (2) Estimated solely for purposes of calculation of the registration fee in accordance with Rules 457(c) and (f) of the Securities Act of 1933, as amended (the Securities Act), based upon the product of: (A) 187,546,778, the maximum number of shares of Andrew common stock that may be cancelled in the merger, multiplied by (B) \$8.87, the average of the high and low sale prices for shares of Andrew common stock as reported on the Nasdaq National Market on June 27, 2006.
- (3) The preferred stock purchase rights, which are attached to the shares of ADC common stock being registered hereunder, will be issued for no additional consideration. Accordingly, no additional registration fee is required.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

FOR A DISCUSSION OF SIGNIFICANT MATTERS THAT SHOULD BE CONSIDERED BEFORE VOTING AT THE SPECIAL MEETING, SEE RISK FACTORS.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES REGULATORS HAVE APPROVED OR DISAPPROVED THE SHARES OF ADC ANDREW COMMON STOCK TO BE ISSUED IN THE MERGER OR DETERMINED WHETHER THIS JOINT PROXY STATEMENT/PROSPECTUS IS ACCURATE OR ADEQUATE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

This joint proxy statement/prospectus is dated , 2006, and is first being mailed to shareowners of ADC and the stockholders of Andrew on or about , 2006.

THIS JOINT PROXY STATEMENT/PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

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**ADC TELECOMMUNICATIONS, INC.
13625 Technology Drive
Eden Prairie, MN 55344
(952) 938-8080**

**NOTICE OF SPECIAL MEETING OF SHAREOWNERS
TO BE HELD ON , 2006**

To ADC Shareowners:

Notice is hereby given that we will hold a special meeting of shareowners of ADC Telecommunications, Inc., a Minnesota corporation, which is referred to as ADC, at a.m., local time, on , 2006 at for the following purposes:

1. To consider and vote upon Proposal No. 1 for the issuance of shares of ADC Andrew common stock in the merger contemplated by the Agreement and Plan of Merger, dated as of May 30, 2006, by and among ADC, Hazeltine Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of ADC, and Andrew Corporation, a Delaware corporation. We refer to this proposal in the joint proxy statement/prospectus as Proposal No. 1.
2. To consider and vote upon Proposal No. 2 for an adjournment of the ADC special meeting to solicit additional proxies for approval of Proposal No. 1, if necessary. We refer to this proposal in the joint proxy statement/prospectus as Proposal No. 2.
3. To transact such other business as may properly come before the special meeting or any adjournment or postponement of the ADC special meeting.

In connection with, and as an integral part of, the merger, four members of ADC s board of directors will resign effective as of the effective time of the merger. By approving Proposal No. 1, and assuming the merger closes, ADC shareowners will be electing four members of the Andrew Corporation board of directors to fill vacancies on the board of directors of the combined company created by the resignations of the departing ADC directors.

ADC s board of directors knows of no other business to be conducted at the ADC special meeting. The board of directors of ADC has fixed , 2006 as the record date for the determination of shareowners entitled to notice of, and to vote at, the ADC special meeting and any adjournment or postponement thereof. Only holders of record of shares of ADC common stock at the close of business on the record date are entitled to notice of, and to vote at, the ADC special meeting. At the close of business on the record date, ADC had outstanding and entitled to vote shares of common stock.

Your vote is important. The affirmative vote of the holders of a majority of the votes cast in person or by proxy at the ADC special meeting is required for approval of each of Proposal No. 1 and Proposal No. 2. Even if you plan to attend the special meeting in person, we request that you vote in any one of the following ways to ensure that your shares will be represented at the ADC special meeting if you are unable to attend:

Sign and return the enclosed proxy card in the enclosed postage paid envelope;

Vote by telephone by calling the toll-free number shown on the proxy card; or

Vote by using the Internet as instructed on the enclosed proxy card.

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If you sign, date and mail your proxy card without indicating how you wish to vote, your proxy will be counted as a vote in favor of the issuance of shares of ADC Andrew common stock in the merger and an adjournment of the ADC special meeting, if necessary. If you do not return the proxy card, vote by telephone or by using the Internet or vote in person at the ADC special meeting, the effect will be that your shares will not be counted for purposes of determining whether a quorum is present at the ADC special meeting.

You may revoke your proxy in the manner described in the accompanying joint proxy statement/prospectus at any time before it has been voted at the ADC special meeting. If you attend the ADC special meeting, you may vote in person even if you returned a proxy. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote in person at the ADC special meeting, you must obtain from the record holder a proxy issued in your name.

By Order of the Board of Directors,

Jeffrey D. Pflaum
Vice President, General Counsel and Secretary

Eden Prairie, Minnesota
, 2006

ADC S BOARD OF DIRECTORS HAS DETERMINED AND BELIEVES THAT THE ISSUANCE OF SHARES OF ADC ANDREW COMMON STOCK IN THE MERGER IS ADVISABLE TO, AND IN THE BEST INTERESTS OF, ADC AND ITS SHAREOWNERS, AND RECOMMENDS THAT ADC SHAREOWNERS VOTE FOR PROPOSAL NO. 1 AND FOR PROPOSAL NO. 2.

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ANDREW CORPORATION
3 Westbrook Corporate Center
Westchester, IL 60154
(708) 236-6600

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON , 2006

To the stockholders of Andrew Corporation:

You are cordially invited to attend a special meeting of stockholders of Andrew Corporation, a Delaware corporation, to be held on , 2006 at , local time, at , for the following purposes:

To consider and vote upon Proposal No. 1 to adopt the Agreement and Plan of Merger, dated as of May 30, 2006, by and among ADC Telecommunications, Inc., a Minnesota Corporation, Hazeltine Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of ADC, and Andrew, as the same may be amended from time to time. We refer to this proposal in the joint proxy statement/prospectus as Proposal No. 1.

To consider and vote upon Proposal No. 2 for an adjournment of the Andrew special meeting to solicit additional proxies for approval of Proposal No. 1, if necessary. We refer to this proposal in the joint proxy statement/prospectus as Proposal No. 2.

To transact such other business as may properly come before the special meeting or any adjournment or postponement of the special meeting.

You are entitled to vote only if you were a holder of Andrew common stock at the close of business on , 2006.

YOUR PROXY IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE SPECIAL MEETING, PLEASE VOTE IN ANY ONE OF THE FOLLOWING WAYS:

USE THE TOLL-FREE TELEPHONE NUMBER SHOWN ON THE PROXY CARD;

USE THE INTERNET WEBSITE SHOWN ON THE PROXY CARD; OR

MARK, SIGN, DATE AND PROMPTLY RETURN THE ENCLOSED PROXY CARD IN THE POSTAGE-PAID ENVELOPE. IT REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES.

By Order of the Board of Directors,

Justin C. Choi,
Senior Vice President, General Counsel and Secretary

Westchester, Illinois

, 2006

ANDREW S BOARD OF DIRECTORS HAS DETERMINED AND BELIEVES THAT ADOPTION OF THE MERGER AGREEMENT IS ADVISABLE TO, AND IN THE BEST INTERESTS OF, ANDREW AND ITS STOCKHOLDERS, AND RECOMMENDS THAT ANDREW STOCKHOLDERS VOTE FOR PROPOSAL NO. 1 AND FOR PROPOSAL NO. 2.

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ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates by reference important business and financial information about ADC and Andrew from documents that are not included in or delivered with this joint proxy statement/prospectus. For a more detailed description of the information incorporated by reference in this joint proxy statement/prospectus and how you may obtain it, see [Where You Can Find More Information](#).

You may also obtain any of the documents incorporated by reference from the appropriate company, the Securities and Exchange Commission, which we refer to as the SEC, or the SEC's Internet web site at <http://www.sec.gov>. Documents incorporated by reference in this joint proxy statement/prospectus are available from the appropriate company without charge, excluding all exhibits unless specifically incorporated by reference in such documents. Shareholders may obtain documents incorporated by reference in this joint proxy statement/prospectus by requesting them in writing or by telephone from the appropriate company at the following addresses:

ADC Telecommunications, Inc.

Attn: Investor Relations

P.O. Box 1101

Minneapolis, Minnesota 55440-1011

Telephone: (952) 917-0991

E-mail: investor@adc.com

Internet: www.adc.com/investorrelations/financialinformation/secfilings/

Andrew Corporation

Attn: Investor Relations

3 Westbrook Corporate Center

Suite 900

Westchester, Illinois 60154

Telephone: (800) 232-6767

E-mail: InvestorSection@andrew.com

If you would like to request documents, please do so by , 2006, which is five business days before the respective special meetings, to receive them before the special meetings. If you request any information that is incorporated by reference into this joint proxy statement/prospectus, the appropriate company will respond to your request within one business day of receipt of your request, and send the requested documents to you by first class mail, or other equally prompt means.

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Consent of Merrill Lynch, Pierce, Fenner & Smith Incorporated

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QUESTIONS AND ANSWERS ABOUT THE MERGER

Q: WHAT IS THE MERGER?

A: ADC and Andrew have entered into an Agreement and Plan of Merger, dated May 30, 2006, which we refer to in this joint proxy statement/prospectus as the merger agreement. The merger agreement contains the terms and conditions of the proposed strategic business combination of ADC and Andrew. Under the merger agreement, Andrew and Hazeltine Merger Sub, Inc., a wholly owned subsidiary of ADC, will merge, with Andrew surviving as a wholly owned subsidiary of ADC. Upon the closing of the merger ADC will change its name to ADC Andrew Inc. In this joint proxy statement/prospectus, we refer to the combined company formed by the merger as ADC Andrew and the ADC common stock to be issued in the merger as ADC Andrew common stock. This transaction is referred to as the merger. For a more complete description of the merger, please see the section entitled Andrew Proposal No. 1 and ADC Proposal No. 1 The Merger and The ADC Andrew Share Issuance.

Q: WHAT WILL ANDREW STOCKHOLDERS RECEIVE IN THE MERGER?

A: As a result of the merger, Andrew stockholders will receive 0.57 shares of ADC Andrew common stock for each share of Andrew common stock they own. For example, if you own 100 shares of Andrew common stock, you will receive 57 shares of ADC Andrew common stock in exchange for your Andrew shares. You will also receive a cash payment in lieu of any fractional share of ADC Andrew common stock that you would otherwise receive.

Q: WHAT WILL THE NAME AND TRADING SYMBOL OF THE COMBINED COMPANY BE?

A: Immediately following the effective time of the merger, ADC will change its name to ADC Andrew Inc. Following the merger, ADC Andrew's common stock will continue to be listed on the Nasdaq Global Market under the symbol ADCT and there will be no further market for Andrew common stock.

Q: WHAT PERCENTAGE OF ADC ANDREW SHARES WILL BE HELD BY CURRENT ANDREW STOCKHOLDERS?

A: The shares of ADC Andrew common stock issued to current Andrew stockholders in connection with the merger, which we refer to as the ADC Andrew share issuance, are expected to represent approximately 44% of the outstanding shares of ADC Andrew common stock immediately following the consummation of the merger, based on the number of shares of ADC common stock and Andrew common stock outstanding on June 28, 2006 (including any Andrew restricted stock units that will vest as a result of the merger), assuming that no Andrew or ADC stock options or warrants are exercised, or convertible notes converted, after June 28, 2006 and prior to the effective time of the merger.

Q: WHO WILL SERVE ON THE BOARD OF DIRECTORS OF THE COMBINED COMPANY?

A: In connection with the merger, four members of ADC's board of directors (James C. Castle, Ph.D., John E. Rehfeld, Jean-Pierre Rosso and John D. Wunsch) will resign effective as of the effective time of the merger. Four members of Andrew's board of directors (Gerald A. Poch, Anne F. Pollack, Glen O. Toney and Andrea L. Zopp) will be elected and join eight members of ADC's board of directors (John A. Blanchard III, John J. Boyle III, Mickey P. Foret, J. Kevin Gilligan, Lois M. Martin, William R. Spivey, Ph.D., Robert E. Switz and Larry W. Wangberg) to form the ADC Andrew board of directors immediately after the closing of the merger.

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By approving ADC Proposal No. 1, and assuming the merger closes, ADC shareowners, as an integral part of the merger, will be electing the four members of the Andrew board of directors listed above to fill the vacancies on the ADC Andrew board created by the resignations of the departing ADC directors. For further information on the ADC Andrew board of directors, please see the section entitled Andrew Proposal No. 1 and ADC Proposal No. 1 The Merger and The ADC Andrew Share Issuance ADC Andrew Board of Directors.

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Q: WHY AM I RECEIVING THIS JOINT PROXY STATEMENT/PROSPECTUS?

A: You are receiving this joint proxy statement/prospectus because you have been identified as a shareholder of either ADC or Andrew, and thus you are entitled to vote at such company's special meeting. This document serves as both a joint proxy statement of ADC and Andrew, used to solicit proxies for their respective special meetings, and as a prospectus of ADC, used to offer shares of ADC Andrew common stock in exchange for shares of Andrew common stock pursuant to the terms of the merger agreement. This document contains important information about the merger and the special meetings of ADC and Andrew and you should read it carefully.

Q: WHEN AND WHERE WILL THE SPECIAL MEETINGS TAKE PLACE?

A: The special meeting of ADC is scheduled to take place at , local time, on , 2006, at .

The special meeting of Andrew is scheduled to take place at , local time, on , 2006, at .

Q: WHO IS ENTITLED TO VOTE AT THE SPECIAL MEETINGS?

A: Holders of record of ADC common stock as of the close of business on , 2006, which we refer to as the ADC record date, are entitled to vote at the ADC special meeting. Each ADC shareowner has one vote for each share of ADC common stock that the shareowner owns on the ADC record date.

Holders of record of Andrew common stock as of the close of business on , 2006, which we refer to as the Andrew record date, are entitled to vote at the Andrew special meeting. Each Andrew stockholder has one vote for each share of Andrew common stock that the stockholder owns on the Andrew record date.

Q: WHAT VOTE IS REQUIRED TO APPROVE THE ADC ANDREW SHARE ISSUANCE AND THE MERGER?

A: ADC shareowners must approve the issuance of shares of ADC Andrew common stock in the merger, which approval requires the affirmative vote of the holders of a majority of the votes cast in person or by proxy at the ADC special meeting (provided a quorum is present).

Andrew stockholders must adopt the merger agreement, which adoption requires the affirmative vote of the holders of a majority of the voting power of the shares of Andrew common stock issued and outstanding on the Andrew record date. Adoption of the merger agreement by Andrew stockholders will constitute approval of all of the transactions contemplated in the merger agreement.

Q: WHAT ELSE IS REQUIRED TO CONSUMMATE THE MERGER?

A: In addition to the receipt of the shareholder approvals described above, certain regulatory approvals, including U.S. and certain foreign antitrust clearances, along with other closing conditions set forth in the merger agreement, must be satisfied or waived. For a more complete description of the conditions to the consummation of the merger, we urge you to read the section entitled "The Merger Agreement - Conditions to Completion of the Merger" in this joint proxy statement/prospectus and the merger agreement attached to this joint proxy statement/prospectus as Annex A.

Q: CAN THE VALUE OF THE TRANSACTION CHANGE BETWEEN NOW AND THE TIME THE MERGER IS COMPLETED?

A: Yes. The value of the transaction can change because the value of ADC common stock may, and likely will, change between now and the effective time of the merger. The 0.57 exchange ratio is a fixed exchange ratio, meaning that you will receive 0.57 shares of ADC Andrew common stock for each share of Andrew common stock you own regardless of the trading price of ADC common stock on the effective date of the merger. The market value of the ADC Andrew common stock you may receive in the merger will increase or decrease as the trading price of ADC's common stock increases or decreases. As a result, the value of the stock you may receive in the merger may be different at the time the merger is completed than it was at the time the merger agreement was signed and at the time of Andrew's special meeting. There can be no assurance as to the market price of ADC common stock at any time prior to

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the completion of the merger or at any time thereafter. ADC and Andrew shareholders are urged to obtain current market quotations for ADC common stock and Andrew common stock.

Q: HOW WILL ANDREW STOCK OPTIONS BE AFFECTED BY THE MERGER?

A: At the effective time of the merger, each Andrew stock option that is outstanding and unexercised immediately prior to the effective time will be converted into an option to purchase shares of ADC Andrew common stock and ADC Andrew will assume that stock option in accordance with the terms of the applicable Andrew stock option plan and stock option agreement relating to that Andrew stock option. The number of shares underlying the Andrew stock options and their exercise prices will be adjusted to reflect the exchange ratio used in the merger. At the effective time of the merger, all unvested Andrew stock options will vest and become immediately exercisable in accordance with the terms of the applicable Andrew stock plans. For more information, please see the section entitled "The Merger Agreement – Treatment of Stock Options and Restricted Stock Units."

Q: HOW WILL ANDREW RESTRICTED STOCK UNITS BE AFFECTED BY THE MERGER?

A: Each restricted stock unit granted by Andrew will be converted into the right to receive shares of ADC Andrew common stock. The number of shares relating to each restricted stock unit will be adjusted to reflect the exchange ratio used in the merger. At the effective time of the merger, all restrictions on the Andrew restricted stock units will lapse in accordance with the terms of the Andrew stock plans. For more information, please see the section entitled "The Merger Agreement – Treatment of Stock Options and Restricted Stock Units."

Q: WHAT ARE THE MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES OF THE MERGER TO ME?

A: The merger has been structured to qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, which we refer to as the Code, and it is a closing condition to the merger that ADC and Andrew receive opinions of their respective counsel regarding such qualification. As a result of the merger's qualification as a reorganization, Andrew stockholders will not recognize gain or loss for United States federal income tax purposes upon the exchange of shares of Andrew common stock for shares of ADC Andrew common stock, except with respect to cash received in lieu of fractional shares of ADC Andrew common stock.

Tax matters are very complicated, and the tax consequences of the merger to a particular Andrew stockholder will depend in part on such stockholder's circumstances. Accordingly, we urge you to consult your own tax advisor for a full understanding of the tax consequences of the merger to you, including the applicability and effect of federal, state, local and foreign income and other tax laws.

For more information, see the section entitled "Material United States Federal Income Tax Consequences."

Q: WHAT IS PROPOSAL 2?

A: If either ADC or Andrew fails to receive a sufficient number of votes to approve its respective Proposal No. 1, ADC or Andrew, as appropriate, may propose to adjourn its special meeting, if a quorum is present, for a period of not more than 30 days for the purpose of soliciting additional proxies to approve Proposal No. 1. Neither ADC nor Andrew intends to propose adjournment at the special meeting if there are sufficient votes to approve Proposal No. 1. Each company's proposal to adjourn its special meeting, if necessary, to solicit additional proxies is referred to as Proposal No. 2.

Q: HOW DOES ADC'S BOARD OF DIRECTORS RECOMMEND THAT I VOTE?

A: After careful consideration, ADC's board of directors recommends that ADC shareowners vote **FOR** Proposal No. 1 to approve the issuance of shares of ADC Andrew common stock in the merger and **FOR** Proposal No. 2 to adjourn the ADC special meeting to solicit additional proxies for approval of Proposal No. 1, if necessary. For further information about the ADC board recommendation, see the sections entitled "The ADC Special Meeting" "ADC Board Recommendation," "Andrew Proposal No. 1

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and ADC Proposal No. 1 The Merger and The ADC Andrew Share Issuance Reasons for the Merger, and ADC Proposal No. 2 Possible Adjournment of the Special Meeting.

Q: HOW DOES ANDREW S BOARD OF DIRECTORS RECOMMEND THAT I VOTE?

A: After careful consideration, Andrew s board of directors recommends that the Andrew stockholders vote **FOR** Proposal No. 1 to adopt the merger agreement and **FOR** Proposal No. 2 to adjourn the Andrew spe