

ENDOCARE INC
Form 8-K
November 12, 2004

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): **November 8, 2004**

ENDOCARE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

0-27212
(Commission
File Number)

33-0618093
(I.R.S. Employer
Identification Number)

**201 Technology Drive
Irvine, California 92618**
(Address of Principal Executive Offices, including zip code)

(949) 450-5400
(Registrant's telephone number, including area code)

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

Check the appropriate box below if the Form 8-K 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(b) 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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Item 1.01 Entry into a Material Definitive Agreement.

On November 8, 2004, Endocare, Inc. (the Company) and two of the Company s former officers (collectively, the Individual Defendants) entered into a Stipulation of Settlement, dated as of November 1, 2004 (the Stipulation), with the lead plaintiffs in the securities class action lawsuit pending in the United States District Court for the Central District of California (the Court). The Stipulation is subject to the Court s preliminary and later final approval, following notice to members of the class, who will be given the opportunity to argue in support of or opposition to the Stipulation.

The Stipulation provides that, in exchange for a release of all claims, the Company and the Individual Defendants will pay a total of \$8.95 million in cash. The Company s directors and officers liability insurance carriers will fund the full amount of the settlement, subject to reservations of rights by the carriers.

The investigations of the Company by the Securities and Exchange Commission and the Department of Justice are ongoing and are not affected by the Stipulation.

A copy of the press release announcing the Stipulation is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press Release, dated November 9, 2004.

SIGNATURES

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.

ENDOCARE, INC.

November 11, 2004

By: /s/ Michael R. Rodriguez
Michael R. Rodriguez
Senior Vice President, Finance
and Chief Financial Officer

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated November 9, 2004.