

AMPHENOL CORP /DE/
Form 8-K/A
February 14, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

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 1, 2005**

Amphenol Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

1-10879
(Commission File Number)

22-2785165
(IRS Employer Identification
Number)

358 Hall Avenue
Wallingford, Connecticut
(Address of principal executive offices)

06492
(Zip Code)

(203) 265-8900

(Registrant's telephone number, including area code)

Not Applicable

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

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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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 - Other Events.

On December 1, 2005, pursuant to an Asset and Stock Purchase Agreement dated October 10, 2005 (the "Asset Purchase Agreement") by and among Amphenol Corporation ("Amphenol" or the "Company") and Teradyne, Inc., a Massachusetts corporation ("Teradyne"), Amphenol purchased substantially all of the assets and assumed certain of the liabilities of Teradyne's backplane and connection systems business segment ("TCS" or "Connection Systems"), including the stock of certain of its operating subsidiaries for a total purchase price of approximately \$384.7 million in cash. In addition, Amphenol incurred approximately \$8.8 million of transaction related expenses.

Amphenol financed this transaction primarily with borrowings under its unsecured five-year revolving credit facility (the "Credit Agreement"), dated as of July 15, 2005, among Amphenol, certain subsidiaries of Amphenol, a syndicate of financial institutions and Bank of America, N.A. as the administrative agent. As disclosed in Amphenol's Current Report on Form 8-K filed with the SEC on November 21, 2005, Amphenol exercised its option to increase its aggregate commitments under the Credit Agreement by an additional \$250 million thereby increasing such revolving credit facility to \$1 billion from \$750 million. All other terms and conditions of the Credit Agreement remained unchanged.

A copy of the Asset Purchase Agreement is included as an exhibit to Amphenol's current report on Form 8-K filed with the Securities and Exchange Commission ("SEC") on October 11, 2005.

Amphenol hereby amends Item 9 of its Current Report on Form 8-K filed with the SEC on December 6, 2005, to file the Financial Statements and Exhibits of Amphenol related to the acquisition of TCS, (as described in that Form 8-K) and to file the required historical and pro forma financial information.

Item 9.01 Financial Statements And Exhibits.

(a) Financial statements of business acquired.

Attached as Exhibit 99.1 are the Audited Combined Financial Statements of Connection Systems for the Fiscal Year Ended December 31, 2004. Attached as Exhibit 99.2 are the Unaudited Combined Condensed Financial Statements of Connection Systems for the Nine Months Ended October 2, 2005 and October 3, 2004.

(b) Pro forma financial information.

Attached as Exhibit 99.3 are the Unaudited Pro forma Combined Condensed Balance Sheet as of September 30, 2005 as well as the Pro forma Unaudited Combined Statements of Operations for the year ended December 31, 2004 and the nine months ended September 30, 2005. As required, this pro forma information gives effect to Amphenol's acquisition of Connection Systems as if it had occurred at September 30, 2005 for the pro forma balance sheet and as of the beginning of each period presented for the pro forma statements of operations.

(c) Not Applicable

(d) Exhibits

| Exhibit Number | Description |
|-----------------------|---|
| 23.1 | Consent of PricewaterhouseCoopers LLP dated February 13, 2006 |
| 99.1 | Audited Combined Financial Statements of Connection Systems for the Fiscal Year Ended December 31, 2004 |
| 99.2 | Unaudited Combined Condensed Financial Statements of Connection Systems for the Nine Months Ended October 2, 2005 and October 3, 2004 |
| 99.3 | Unaudited Pro Forma Financial Information |

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.

Date: February 13, 2006

AMPHENOL CORPORATION

By: /s/ Diana G. Reardon
Name: Diana G. Reardon
Title: Senior Vice President
and Chief Financial Officer

EXHIBIT INDEX

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