

BALDWIN TECHNOLOGY CO INC

Form 8-K

January 04, 2012

**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) January 4, 2012 (December 29, 2011)

Baldwin Technology Company, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-9334

13-3258160

(Commission File Number) (IRS Employer Identification No.)

2000 NW Corporate Blvd, Suite 101, Boca Raton, FL 33431

(Address of Principal Executive Offices)

(Zip Code)

561-367-2950

(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 8.01 Other Events

On December 29, 2011, a class action complaint was filed in the Court of Chancery of the State of Delaware naming as defendants Baldwin Technology Company, Inc. (the “Company”), each member of the Board of Directors (the “Board”) of the Company, such members being Claes Warnander, Paul J. Griswold, Samuel B. Fortenbaugh III, Rolf Bergstrom, Mark T. Becker, Gerald A. Nathe and Ronald B. Salvagio; Forsyth Baldwin, LLC, Forsyth Capital Investors, LLC, Forsyth Baldwin, Inc. and Forsyth Baldwin Mezzanine, Inc., regarding the proposed acquisition of the Company by Forsyth Baldwin, LLC (the “Proposed Transaction”). The complaint purports to be on behalf of a putative class of the stockholders of the Company, other than the defendants and their affiliates. The complaint alleges that the individual members of the Board breached their fiduciary duty in connection with the Proposed Transaction, and that the Company, Forsyth Baldwin, LLC, Forsyth Capital Investors, LLC, Forsyth Baldwin, Inc. and Forsyth Baldwin Mezzanine, Inc. aided and abetted the alleged breach of fiduciary duty. The complaint seeks to enjoin the Proposed Transaction or, in the event the Proposed Transaction is consummated, rescission of the Proposed Transaction or an award of rescissory damages, and costs and attorneys’ fees. The defendants believe that the allegations in the class action complaint are without merit and intend to defend the lawsuit vigorously, including opposing any efforts to enjoin the Proposed Transaction; however there can be no assurance regarding the ultimate outcome of this lawsuit.

This information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

### **ADDITIONAL INFORMATION AND WHERE TO FIND IT**

In connection with the Proposed Transaction, the Company will prepare a proxy statement (the “Proposed Transaction Proxy Statement”) to be filed with the SEC that will provide additional important information concerning the Proposed Transaction, including the necessary procedures to be followed by stockholders who wish to exercise appraisal rights. When completed, the definitive Proposed Transaction Proxy Statement will be mailed to the stockholders of the Company. The Company’s stockholders will be able to obtain, without charge, a copy of the Proposed Transaction Proxy Statement (when available) and other relevant documents filed with the SEC from the SEC’s website at <http://www.sec.gov>.

Information about the Company’s directors and executive officers and their ownership of the Company’s common stock is set forth in the proxy statement for the Company’s 2011 Annual Meeting of Stockholders, which was filed with the SEC on October 21, 2011. Stockholders may obtain additional information regarding the interests of the Company and its directors and executive officers in the Proposed Transaction by reading the Proposed Transaction Proxy Statement and other relevant documents regarding the Proposed Transaction, when filed with the SEC.

[SIGNATURE PAGE FOLLOWS]

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**SIGNATURES**

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

BALDWIN TECHNOLOGY COMPANY, INC.  
**(Registrant)**

By: /s/Ivan R. Habibe

**Ivan R. Habibe**

**Vice President, Chief Financial Officer and Treasurer**

Dated: January 4, 2012