

CIBER INC
Form 8-K
October 30, 2003

[QuickLinks](#) -- Click here to rapidly navigate through this document

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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): **October 24, 2003**

CIBER, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-23488
(Commission
File Number)

38-2046833
(IRS Employer
Identification No.)

5251 DTC Parkway, Suite 1400, Greenwood Village, Colorado
(Address of principal executive offices)

80111
(Zip Code)

Registrant's telephone number, including area code: **(303) 220-0100**

**CIBER, Inc.
Information to be included in the Report**

Item 5. Other Events and Regulation FD Disclosure.

On October 24, 2003, CIBER, Inc. entered into an Agreement and Plan of Merger (the "Merger Agreement") with SCB Computer Technology ("SCB") whereby CIBER has agreed to acquire all of the outstanding shares of SCB. Closing of this transaction is subject to final due diligence and regulatory and SCB shareholder approval, among other things, and is expected within approximately 90 days. A copy of the Merger Agreement along with a copy of CIBER's related news release dated October 27, 2003 are attached as Exhibits to this Form 8-K.

Also, in connection the Merger Agreement, a Voting and Option Agreement dated as of October 24, 2003 between CIBER, Inc. and T. Scott Cobb and T. Scott Cobb, Jr. and Jeffery Cobb was executed whereby these SCB shareholders have agreed to vote their shares in favor of adoption of the Merger Agreement. The subject shares represent approximately 20% of SCB's outstanding shares. A copy of the Voting and Option Agreement is attached as an Exhibit to this Form 8-K.

Item 7(c). Exhibits.

2.1

Agreement and Plan of Merger dated October 24, 2003 by and among CIBER, Inc., Daphne Acquisition Corporation and SCB Computer Technology, Inc. The exhibits and schedules to the Merger Agreement, which are listed in the Merger Agreement, are

Edgar Filing: CIBER INC - Form 8-K

omitted. CIBER agrees to supplementally furnish to the Commission a copy of any such exhibit or schedule upon request.

2.2

Voting and Option Agreement dated as of October 24, 2003 between CIBER, Inc. and T. Scott Cobb and T. Scott Cobb, Jr. and Jeffery Cobb

99.1

News release dated October 27, 2003 announcing CIBER in Agreement to Acquire SCB Computer Technology

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, thereunto duly authorized.

CIBER, Inc.

Date: October 30, 2003

By: /s/ DAVID G. DURHAM

David G. Durham
Chief Financial Officer, Senior Vice President and Treasurer

QuickLinks

[Item 5. Other Events and Regulation FD Disclosure.](#)

[Item 7\(c\). Exhibits.](#)

[SIGNATURE](#)