

KNOLL INC
Form 8-K
February 03, 2006

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) February 2, 2006

Knoll, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-12907
(Commission File
Number)

13-3873847
(IRS Employer
Identification No.)

1235 Water Street, East Greenville, Pennsylvania
(Address of principal executive offices)

18041
(Zip Code)

Registrant's telephone number, including area code (215) 679-7991

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:

- 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 2.02. Results of Operations and Financial Condition.

On February 2, 2006, Knoll, Inc. (the Company) issued a press release reporting its financial results for the three- and twelve-month periods ended December 31, 2005. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The Company is making reference to non-GAAP financial measures in the press release. A reconciliation of these non-GAAP financial measures to the comparable GAAP financial measures is contained in the attached press release.

Item 7.01. Regulation FD Disclosure.

On February 2, 2006, the Company issued a press release announcing that certain of its stockholders commenced a secondary offering of 10,300,000 shares of common stock under the Company s existing effective shelf registration statement. A copy of the press release is attached as Exhibit 99.2 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 Press Release, dated February 2, 2006, concerning financial results.

Exhibit 99.2 Press Release, dated February 2, 2006, concerning secondary common stock offering.

The information in this report and the attached press releases shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

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 hereunto duly authorized.

KNOLL, INC.

Dated: February 2, 2006

By: /s/ BARRY L. McCABE
Name: **Barry L. McCabe**
Title: **Senior Vice President and Chief
Financial Officer**

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release, dated February 2, 2006, concerning financial results.
99.2	Press Release, dated February 2, 2006, concerning secondary common stock offering.