

Edgar Filing: PERINI CORP - Form 8-K/A

PERINI CORP  
Form 8-K/A  
December 19, 2005

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

Amendment No. 1

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 3, 2005

**Perini Corporation**

*(Exact name of registrant as specified in its charter)*

**Massachusetts**  
*(State or other jurisdiction of  
incorporation or organization)*

**1-6314**  
*(Commission file number)*

**04-1717070**  
*(I.R.S. Employer  
Identification No.)*

**73 Mt. Wayte Avenue, Framingham, MA 01701**  
*(Address of principal executive offices) (Zip code)*

*Registrant's telephone number, including area code: (508) 628-2000*

None  
*(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:

- 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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**EXPLANATORY NOTE.**

On October 3, 2005, Perini Corporation (the Company) completed the acquisition of Rudolph & Sletten, Inc., as described under Items 1.01 and 2.01 of the Company's Form 8-K filed with the Securities and Exchange Commission on October 7, 2005. This amendment on Form 8-K/A is being filed for the purpose of filing the financial statements and pro forma financial information required by Items 9.01(a) and 9.01(b) of Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

- (a) Financial statements of businesses acquired.

EXPLANATORY NOTE.

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The following audited financial statements of Rudolph & Sletten, Inc. are included in this Current Report as Exhibit 99.2 and incorporated herein by reference in this Item 9.01:

Independent Auditors' Report  
Balance Sheet as of September 30, 2005  
Statement of Income for the year ended September 30, 2005  
Statement of Stockholders' Equity for the year ended September 30, 2005  
Statement of Cash Flows for the year ended September 30, 2005  
Notes to Financial Statements

(b) Pro forma financial information.

The following unaudited pro forma financial information is included in this Current Report as Exhibit 99.3 and incorporated herein by reference in this Item 9.01:

Unaudited Pro Forma Condensed Combined Financial Information  
Unaudited Pro Forma Condensed Combined Balance Sheet as of September 30, 2005  
Unaudited Pro Forma Condensed Combined Statement of Income for the nine months ended September 30, 2005  
Unaudited Pro Forma Condensed Combined Statement of Income for the year ended December 30, 2004  
Notes to Unaudited Pro Forma Condensed Combined Financial Information

(c) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u>                                                                                                                                                                                                                                                                                                            |
|--------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10.1               | Stock Purchase Agreement dated October 3, 2005 by and among Perini Corporation, Rudolph & Sletten, Inc. and the Shareholders of Rudolph & Sletten, Inc. (incorporated by reference to Exhibit 10.1 to Perini Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005 filed on November 4, 2005). |
| 23.1               | Consent of independent auditors - filed herewith.                                                                                                                                                                                                                                                                             |
| 99.1               | Press Release of Perini Corporation dated October 4, 2005 (incorporated by reference to Exhibit 99.1 to Perini Corporation's Current Report on Form 8-K filed on October 10, 2005).                                                                                                                                           |
| 99.2               | Audited financial statements of Rudolph & Sletten, Inc. as of and for the period ended September 30, 2005 - filed herewith.                                                                                                                                                                                                   |
| 99.3               | Unaudited pro forma combined financial information as of and for the period ended September 30, 2005 and for the year ended December 31, 2004 - filed herewith.                                                                                                                                                               |

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### SIGNATURE

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

Perini Corporation

Dated: December 19, 2005

By: /s/ Michael E. Ciskey  
Michael E. Ciskey  
Vice President and Chief Financial Officer

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### Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u>                                                                                                                                                                                                                                                                                                            |
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September 30, 2005 filed on November 4, 2005).

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- 99.2 Audited financial statements of Rudolph & Sletten, Inc. as of and for the period ended September 30, 2005 - filed herewith.
- 99.3 Unaudited pro forma combined financial information as of and for the year ended December 31, 2004 and for the nine months ended September 30, 2005 - filed herewith.