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CAMBREX CORP
Form 8-K
November 25, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20459

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): November 10, 2003

CAMBREX CORPORATION

(Exact name of Registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation)

1-10638

22-2476135

(Commission File Number)

(IRS Employer Identification No.)

One Meadowlands Plaza, East Rutherford, New Jersey

07073

(Address of principal executive offices)

(Zip Code)

201-804-3000

(Registrant's telephone number, including area code)

CAMBREX CORPORATION

FORM 8-K

CURRENT REPORT

NOVEMBER 10, 2003

Item 2. Acquisition or Disposition of Assets

On November 10, 2003, Cambrex Corporation ("Cambrex", the "Company" or "Registrant") completed the sale of the Rutherford Chemicals business to a subsidiary of Arsenal Capital Partners. The sale agreement specifies proceeds of \$55.0 million in cash received at closing, a \$2.0 million subordinated 12% interest bearing note receivable due in full in 5-1/2 years, and an \$8.0 million performance based cash earn-out if future operating profit targets are achieved in each of the next three years. These proceeds are before fees and expenses associated with the transaction and a working capital adjustment. Net proceeds from the cash received at closing will be used to repay outstanding debt on the Company's bank facility.

Item 7. Financial Statements and Exhibits.

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(b) Pro forma financial information.

Unaudited Pro Forma Condensed Consolidated Income Statements for the nine months ended September 30, 2003 and 2002.

Unaudited Pro Forma Condensed Consolidated Income Statements for the years ended December 31, 2002, 2001, and 2000.

Unaudited Pro Forma Consolidated Balance Sheet as of September 30, 2003.

Notes to Unaudited Pro Forma Consolidated Financial Statements.

(c) Exhibits.

10. Amended and Restated Asset Sale Agreement dated October 17, 2003, between the Registrant and Rutherford Acquisition Corp, a subsidiary of Arsenal Capital Partners.

Basis of Presentation

The following unaudited pro forma consolidated financial statements reflect the divestiture of the Rutherford Chemicals business after giving effect to pro forma adjustments described in the accompanying Notes to Unaudited Pro Forma Consolidated Financial Statements. These unaudited pro forma consolidated financial statements have been prepared from, and should be read in conjunction with, the historical consolidated financial statements and notes thereto of Cambrex Corporation, which are included in the Company's Annual Report on Form 10-K for the year ended December 31, 2002 and Quarterly Report on Form 10-Q as of September 30, 2003 and for the nine months ended September 30, 2003 and 2002, respectively.

The unaudited pro forma consolidated income statements give effect to the divestiture as if it had occurred on January 1, 2000. The unaudited pro forma balance sheet gives effect to the divestiture as if it had occurred on September 30, 2003.

The unaudited pro forma information is presented for illustrative purposes only and is not necessarily indicative of the operating results or financial position that would have occurred had the divestiture been consummated at the dates indicated, nor is it necessarily indicative of future operating results or financial position of the Company.

CAMBREX CORPORATION
 CONSOLIDATED INCOME STATEMENT
 FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2003
 (UNAUDITED)

	CAMBREX CONSOLIDATED HISTORICAL (1)	RUTHERFORD CHEMICALS (2)
	-----	-----
Gross sales	303,526	
Commissions & allowances	2,891	

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	-----	-----
Net sales	300,635	-
Other revenue	6,899	
	-----	-----
NET REVENUES	307,534	-
Cost of goods sold	183,170	
	-----	-----
GROSS PROFIT	124,364	-
Operating expenses:		
Selling, general & administrative	72,936	
Legal settlement	11,342	
Research and development	12,576	
	-----	-----
Total operating expenses	96,854	-
OPERATING PROFIT	27,510	-
Other expenses/(income):		
Interest expense, net	8,301	
Other (income), net	(207)	
	-----	-----
INCOME FROM CONTINUING OPERATIONS BEFORE TAXES	19,416	-
Income taxes	18,274	
	-----	-----
INCOME FROM CONTINUING OPERATIONS	1,142	-
	=====	=====
Basic and diluted earnings from continuing operations per share:		
Per share - basic	0.04	
Weighted average shares outstanding - basic	25,769	
Per share - diluted	0.04	
Weighted average shares outstanding-diluted	26,032	

See accompanying notes to the unaudited pro forma consolidated financial statements.

CAMBREX CORPORATION
CONSOLIDATED INCOME STATEMENT
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2002
(UNAUDITED)

	CAMBREX CONSOLIDATED HISTORICAL (1)	RUTHERFORD CHEMICALS (2)
	-----	-----
Gross sales	294,655	
Commissions & allowances	2,926	
	-----	-----
Net sales	291,729	-

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Other revenue	5,097	-----	-----
NET REVENUES	296,826		-
Cost of goods sold	161,393	-----	-----
GROSS PROFIT	135,433		-
Operating expenses:			
Selling, general & administrative	64,594		
Restructuring and other charges	2,538		
Research and development	11,672	-----	-----
Total operating expenses	78,804		-
OPERATING PROFIT	56,629		-
Other expenses/(income):			
Interest expense, net	8,673		
Other expense, net	3,453	-----	-----
INCOME FROM CONTINUING OPERATIONS BEFORE TAXES	44,503		-
Income taxes	11,170	-----	-----
INCOME FROM CONTINUING OPERATIONS	33,333	=====	=====
Basic and diluted earnings from continuing operations per share:			
Per share - basic	1.28		
Weighted average shares outstanding-basic	25,967		
Per share - diluted	1.25		
Weighted average shares outstanding-diluted	26,665		

See accompanying notes to the unaudited pro forma consolidated financial statements.

CAMBREX CORPORATION
CONSOLIDATED INCOME STATEMENT
FOR THE YEAR ENDED DECEMBER 31, 2002
(UNAUDITED)

	CAMBREX CONSOLIDATED HISTORICAL (5)	RUTHERFORD CHEMICALS (6)	PRO ADJU
	-----	-----	-----
Gross sales	522,176	127,746	
Commissions & allowances	5,392	805	
Net sales	516,784	126,941	
Other revenue	10,159	936	
	-----	-----	

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NET REVENUES	526,943	127,877
Cost of goods sold	326,767	108,235
	-----	-----
GROSS PROFIT (LOSS)	200,176	19,642
Operating expenses:		
Selling, general & administrative	98,563	9,987
Restructuring and other charges	14,501	10,263
Vitamin B-3 provision	10,000	10,000
Research and development	17,629	1,835
	-----	-----
Total operating expenses	140,693	32,085
OPERATING PROFIT (LOSS)	59,483	(12,443)
Other expenses/(income):		
Interest expense/(income), net	11,237	(27)
Other expense/(income), net	64	(3,481)
	-----	-----
INCOME/(LOSS) BEFORE TAXES	48,182	(8,935)
Income taxes	11,949	(2,387)
	-----	-----
NET INCOME/(LOSS)	36,233	(6,548)
	=====	=====
Basic and diluted earnings per share:		
Per share - basic	1.40	
Weighted average shares outstanding-basic	25,954	
Per share - diluted	1.37	
Weighted average shares outstanding-diluted	26,520	

See accompanying notes to the unaudited pro forma consolidated financial statements.

CAMBREX CORPORATION
CONSOLIDATED INCOME STATEMENT
FOR THE YEAR ENDED DECEMBER 31, 2001
(UNAUDITED)

	CAMBREX CONSOLIDATED HISTORICAL (5)	RUTHERFORD CHEMICALS (6)	PR ADJ
	-----	-----	-----
Gross Sales	499,194	141,452	
Commissions & allowances	4,259	606	
	-----	-----	
Net sales	494,935	140,846	
Other revenue	3,920	(8)	
	-----	-----	
NET REVENUES	498,855	140,838	

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Cost of goods sold	319,520	120,662
	-----	-----
GROSS PROFIT	179,335	20,176
Operating expenses:		
Selling, general & administrative	91,651	10,259
Restructuring and other charges	18,649	16,627
Vitamin B-3 Provision	4,400	4,400
Research and development	19,619	2,240
	-----	-----
Total operating expenses	134,319	33,526
OPERATING PROFIT/(LOSS)	45,016	(13,350)
Other expenses/(income):		
Interest expense, net	10,567	(35)
Other (income)/expense, net	(277)	46
	-----	-----
INCOME/(LOSS) BEFORE TAXES	34,726	(13,361)
Income taxes	9,414	(3,762)
	-----	-----
NET INCOME/(LOSS)	25,312	(9,599)
	=====	=====
Basic and diluted earnings per share:		
Per share - basic	0.99	
Weighted average shares outstanding - basic	25,648	
Per share - diluted	0.96	
Weighted average shares outstanding - diluted	26,495	

See accompanying notes to the unaudited pro forma consolidated financial statements.

CAMBREX CORPORATION
CONSOLIDATED INCOME STATEMENT
FOR THE YEAR ENDED DECEMBER 31, 2000
(UNAUDITED)

	CAMBREX CONSOLIDATED HISTORICAL (5)	RUTHERFORD CHEMICALS (6)	PRO F ADJUST
	-----	-----	-----
Gross sales	492,544	166,039	
Commissions & allowances	4,976	4,132	
	-----	-----	
Net sales	487,568	161,907	
Other revenue	4,527	(176)	
	-----	-----	
NET REVENUES	492,095	161,731	
Cost of goods sold	314,600	129,199	
	-----	-----	

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GROSS PROFIT	177,495	32,532
Operating expenses:		
Selling, general & administrative	85,714	10,071
Restructuring	-	-
Vitamin B-3 Provision	-	-
Research and development	14,267	2,465
	-----	-----
Total operating expenses	99,981	12,536
OPERATING PROFIT	77,514	19,996
Other expenses/(income):		
Interest expense/(income), net	11,487	(78)
Other (income), net	(329)	(116)
	-----	-----
INCOME BEFORE TAXES	66,356	20,190
Income taxes	19,649	6,478
	-----	-----
NET INCOME	46,707	13,712
	=====	=====
Basic and diluted earnings per share		
Per share - basic	1.87	
Weighted average shares outstanding - basic	25,015	
Per share - diluted	1.79	
Weighted average shares outstanding-diluted	26,157	

See accompanying notes to the unaudited pro forma consolidated financial statements.

CAMBREX CORPORATION
BALANCE SHEET
AS OF SEPTEMBER 30, 2003
(UNAUDITED)

	CAMBREX CONSOLIDATED HISTORICAL	RUTHERFORD CHEMICALS (7)	PRO FO ADJUSTM
	-----	-----	-----
CURRENT ASSETS			
Cash and cash equivalents	41,835		
Trade receivables, net	54,681		
Inventories, net	76,348		
Deferred tax asset	21,433		
Assets held for sale	65,558	65,558	
Other current assets	25,790		
	-----	-----	-----
TOTAL CURRENT ASSETS	285,645	65,558	
Property, plant and equipment, net	256,221		
Goodwill and other tangibles	268,859		

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Other assets	12,915	-----	-----	-----
OTHER ASSETS	823,640	=====	65,558	=====
CURRENT LIABILITIES				
Accounts payable and accrued liabilities	71,711			
Liabilities held for sale	9,905		9,905	
Short-term debt and current portion of long-term debt	2,299	-----	-----	-----
TOTAL CURRENT LIABILITIES	83,915		9,905	
Long-term debt	253,686			(53,
Deferred tax liabilities	52,984			
Other liabilities	52,599	-----	-----	(1,
TOTAL LIABILITIES	443,184		9,905	(54,
STOCKHOLDERS' EQUITY	380,456	-----	55,653	54,
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	823,640	=====	65,558	=====

See accompanying notes to the unaudited pro forma consolidated financial statements.

Cambrex Corporation
Notes to Pro forma Consolidated Financial Statements
(Unaudited)

- (1) Reflects results of continuing operations of the Company as filed in the Company's Form 10-Q filed on November 12, 2003 for the third quarter 2003, which excludes the Rutherford Chemicals business which was reported as a discontinued operation for the respective period.
- (2) For the nine month periods ended September 30, 2003 and 2002, the Rutherford Chemicals business has already been reflected as a discontinued operation in the historical financial statements filed on Form 10-Q on November 12, 2003 for the third quarter 2003.
- (3) Reflects the reduction of interest expense attributable to the application of cash proceeds from the sale of the Rutherford Chemicals business to the Company's long-term debt balance. The interest expense reduction was calculated using the average interest rate for each period presented which was 4.5%, 4.3%, 4.3%, 5.2% and 6.7% for the nine month periods ended September 30, 2003 and 2002 and for the years ended December 31, 2002, 2001 and 2000, respectively. An increase in the variable interest rate of 1/8% would have resulted in higher annual interest expense reduction of approximately \$66 for each period.
- (4) Eliminates the income tax benefit of the reduction in interest expense at a U.S. federal statutory rate of 35%. For the nine month period ended September 30, 2003, there was no income tax benefit assumed due to the Company's recording of a valuation allowance for all net domestic deferred tax assets as of September 30, 2003. (See the

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Company's third quarter 2003 Form 10-Q, note (6), filed on November 12, 2003 for further discussion).

- (5) Reflects the results of operations of the Company including the Rutherford Chemicals business which was not reported as a discontinued operation until September 30, 2003.
- (6) Eliminates the results of operations of the Rutherford Chemicals business for the respective periods as if the divestiture had been completed on January 1, 2000.
- (7) Eliminates the net assets and liabilities of the Rutherford Chemicals business as if the divestiture had been completed on September 30, 2003.
- (8) Reflects the application of the estimated cash proceeds from the sale of the Rutherford Chemicals business, net of fees and expenses and working capital adjustment, to the outstanding long-term debt balance. These cash proceeds exclude the earn-out arrangement and any potential collection of the \$2.0 million note receivable.
- (9) Reflects the write-off of net pension and post-retirement plan liabilities that resulted from the curtailment accounting associated with the sale of the Rutherford Chemicals business.

SIGNATURES

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

CAMBREX CORPORATION

By: /s/ Luke M. Beshar

Luke M. Beshar
Senior Vice President and
Chief Financial Officer

Date: November 25, 2003