

Edgar Filing: NATCO GROUP INC - Form 8-K

NATCO GROUP INC
Form 8-K
November 04, 2004

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): November 4, 2004

NATCO Group Inc.
(Exact Name of Registrant as Specified in its Charter)

| | | |
|---|--|--|
| DELAWARE (State of Incorporation) | 001-15603 (Commission File Number) | 22-2906892 (IRS Employer Identification No.) |
|---|--|--|

| | |
|---|---------------------|
| 2950 North Loop West, 7th Floor Houston, Texas (Address of Principal Executive Offices) | 77092 (Zip Code) |
|---|---------------------|

Registrant's Telephone Number, Including Area Code: (713) 683-9292

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))

SECTION 2 - FINANCIAL INFORMATION

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ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On November 4, 2004, NATCO Group Inc. issued a press release announcing its financial and operating results for the third quarter of 2004, and revised its prior guidance for 2004. This press release is filed as Exhibit 99.1 to this Current Report on Form 8-K, and its contents are incorporated by reference into this report.

In accordance with Regulation G, we have presented within this press release certain non-GAAP financial measures that are identified and reconciled to the most directly comparable financial measure in tabular form, and have provided a statement from our management disclosing the purpose of using these non-GAAP financial measures.

SECTION 7 - REGULATION FD

ITEM 7.01 REGULATION FD DISCLOSURE.

In accordance with General Instruction B.2. of Form 8-K, the following information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

NATCO Group held a conference call on its third quarter earnings on November 4, 2004. Interested parties will be able to access the call by visiting the Investor Relations section of our web site at: <http://www.natcogroup.com>.

SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

99.1 Press Release, dated November 4, 2004

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.

Dated: November 4, 2004

NATCO Group Inc.

By: /s/ Richard W. FitzGerald

Richard W. FitzGerald
Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

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| Exhibit Number ----- | Description ----- |
|----------------------------|---------------------------------------|
| 99.1 | Press Release, dated November 4, 2004 |