

ARRIS GROUP INC
Form 8-K
June 20, 2002

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**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**Current Report
Dated June 19, 2002**

of

ARRIS GROUP, INC.

A Delaware Corporation
IRS Employer Identification No. 58-2588724
SEC File Number 001-16631

**11450 Technology Circle
Duluth, Georgia 30097
(678) 473-2000**

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Item 5. Other Events.

On June 19, 2002, Arris Group, Inc. (the Company) entered into an underwriting agreement with CIBC World Markets Corp. and J.P. Morgan Securities Inc., as representatives of the underwriters named in Schedule I thereto (collectively, the Underwriters), and Nortel Networks LLC (the Selling Stockholder), relating to a public offering by the Selling Stockholder of 15,000,000 shares (the Shares) of the Company's common stock at a price per share of \$4.71. The Company will not receive any of the proceeds from the sale of the Shares by the Selling Stockholder. The closing of the offering is expected to occur on June 25, 2002. A copy of the underwriting agreement is filed as an exhibit to this report.

The offering is being made under a Registration Statement on Form S-3 (No. 333-88498) (the Registration Statement), which was declared effective by the Securities and Exchange Commission on June 7, 2002. On June 20, 2002, the Company filed with the Securities and Exchange Commission a supplement to the prospectus in the Registration Statement, dated June 19, 2002, relating to the issuance and sale of the Shares.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits

- 1.1 Underwriting Agreement dated as of June 19, 2002, by and among the Company, CIBC World Markets Corp. and J.P. Morgan Securities Inc., as representatives of the underwriters named in Schedule I thereto, and Nortel Networks LLC.

