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SIMTEK CORP
Form 8-K/A
April 07, 2006

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

AMENDMENT NO. 1 TO CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report: December 30, 2005

Simtek Corporation
(Exact Name of Registrant as Specified in Charter)

Colorado	0-19027	84-1057605
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification #)

4250 Buckingham Dr. #100, Colorado Springs, CO 80907
(Address of Principal Executive Office)

(719) 531-9444
(Registrant's telephone number, including area code)

- 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 December 30, 2005, Simtek Corporation ("Simtek") closed its acquisition from Zentrum Mikroelektronik Dresden AG ("ZMD") of certain assets related to ZMD's nvSRAM product line pursuant to a previously announced Asset Purchase Agreement dated December 7, 2005. Simtek is filing this Amendment No. 1 to Form 8-K to provide the financial information required under Item 9.01 of Form 8-K. On January 3, 2006, Simtek filed with the Securities and Exchange Commission the Current Report on Form 8-K to which this amendment relates.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired

Attached as Exhibit 99.2 are the Report of Independent Registered Public Accounting Firm, the audited Statements of Finished Goods Inventory as of December 30, 2005 and December 31, 2004, the audited Statements of nvSRAM Contribution for the period from January 1, 2005 to December 30, 2005 and for the year ended December 30, 2004, and the Notes to Statements of ZMD. Exhibit 99.2 is incorporated by reference herein in its entirety. ZMD did not account for the nvSRAM assets acquired as a complete business. Therefore, the financial statements provided reflect the assets acquired at ZMD's cost basis as of the applicable balance sheet dates and the nvSRAM revenues and all direct expenses related to the nvSRAM assets.

(b) Pro Forma Financial Information.

Attached as Exhibit 99.3 are the unaudited pro forma combined statements of operations for Simtek and the discussion of Simtek regarding the pro forma combined financial statements. Exhibit 99.3 is incorporated by reference herein in its entirety. The audited Consolidated Balance Sheet of Simtek as of December 31, 2005, found on page 49 of Simtek's Annual Report on Form 10-K for the year ended December 31, 2005, filed on April 7, 2006, is incorporated herein by reference.

The unaudited pro forma combined statements of operations for Simtek attached hereto are not necessarily indicative of the results that actually would have been attained if the acquisition had been in effect on the dates indicated or which may be attained in the future. Such statements should be read in conjunction with the historical financial statements of Simtek.

(d) Exhibits.

Exhibit Number	Description
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99.2	Report of Independent Registered Public Accounting Firm, audited Statements of Finished Goods Inventory as of December 30, 2005 and December 31, 2004, audited Statements of nvSRAM Contribution for the period from January 1, 2005 to December 30, 2005 and for the year ended December 30, 2004, and Notes to Statements of ZMD.
99.3	Unaudited pro forma combined statements of operations for Simtek and discussion regarding pro forma combined financial statements.

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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 signed on its behalf by the undersigned hereunto duly authorized.

SIMTEK CORPORATION

By: /S/ BRIAN ALLEMAN

Brian Alleman, Chief Financial Officer

April 6, 2006

EXHIBIT INDEX

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99.3	Unaudited pro forma combined statements of operations for Simtek and discussion regarding pro forma combined financial statements.

">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))

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“ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 9.01. Financial Statements and Exhibits.

Exhibits are filed herewith in connection with the Registration Statement on Form S-3 (File No. 333-147162) filed by Marshall & Ilsley Corporation (the Company) with the Securities and Exchange Commission on November 6, 2007. This Current Report is being filed to file with the Securities and Exchange Commission the documents and instruments attached hereto as exhibits.

(d) Exhibits

Exhibit No.	Description
1.1	Distribution Agreement dated January 23, 2008, by and among the Company and Robert W. Baird & Co. Incorporated, Banc of America Securities LLC, Barclays Capital Inc., Bear, Stearns & Co. Inc., Citigroup Global Markets, Inc., Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Goldman, Sachs & Co., Greenwich Capital Markets, Inc., HSBC Securities (USA) Inc., J.P. Morgan Securities Inc., Lehman Brothers Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated, UBS Securites LLC and Wachovia Capital Markets, LLC
1.2	Distribution Agreement dated January 23, 2008, by and among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global markets, Inc., Edward D. Jones & Co., L.P., InCapital LLC, Morgan Stanley & Co. Incorporated, UBS Securities LLC and Wachovia Capital Markets, LLC

SIGNATURES

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: January 23, 2008

MARSHALL & ILSLEY CORPORATION

By: /s/ Randall J. Erickson
Randall J. Erickson
Senior Vice President, Chief Administrative
Officer and General Counsel

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