

TELEFLEX INC
Form 8-K
February 25, 2005

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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) February 24, 2005

TELEFLEX INCORPORATED
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

1-5353
(Commission File Number)

23-1147939
(IRS Employer
Identification No.)

155 South Limerick Road, Limerick, Pennsylvania

19468

(Address of Principal Executive Offices)

(Zip Code)

Registrant's Telephone Number, Including Area Code

(610) 948-5100

Not applicable

(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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Item 2.02. Results of Operations and Financial Condition.

On February 24, 2005, Teleflex Incorporated (the Company) issued a press release (the Press Release) announcing its financial results for the fourth quarter and fiscal year ended December 26, 2004. A copy of the press release is furnished as Exhibit 99.1 to this Current Report.

In addition to the financial information included in the Press Release that has been prepared in accordance with generally accepted accounting principles in the United States (GAAP), the Press Release includes information regarding free cash flow, which is a non-GAAP financial measure. The Press Release includes a reconciliation of this non-GAAP financial measure to the most directly comparable GAAP financial measure.

Management believes that free cash flow is a useful measure of cash performance because it provides a meaningful representation of those cash flows, both operating and capital, that are associated with the Company s operations. However, such non-GAAP measure should be considered in addition to, not as a substitute for, or superior to other financial measures prepared in accordance with GAAP. Additionally, such non-GAAP financial measure as presented by the Company may not be comparable to similarly titled measures reported by other companies.

During a conference call scheduled to be held at 10:00 a.m. EST on February 25, 2005, the Company will discuss its financial results for the fourth quarter and fiscal year ended December 26, 2004. In connection with this discussion, the Company plans to reference certain financial information reflecting the discontinued operations of the Company s automotive pedals systems business, which will be made available in advance of the call through the Company s website. A copy of such financial information is furnished as Exhibit 99.2 to this Current Report.

The information furnished pursuant to Item 2.02 of this Current Report, including Exhibit 99.1 hereto, shall not be considered filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of such section, nor shall it be incorporated by reference into future filings by the Company under the Securities Act of 1933, as amended or under the Securities Exchange Act of 1934, as amended, unless the Company expressly sets forth in such future filing that such information is to be considered filed or incorporated by reference therein.

Item 7.01. Regulation FD Disclosure

In connection with the conference call to be held by the Company on February 25, 2005 to discuss its financial results for the fourth quarter and fiscal year ended December 26, 2005, the Company plans to reference a slide presentation, which will be made available in advance of the call through the Company s website. The slide presentation is furnished as Exhibit 99.3 to this Current Report.

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The information furnished pursuant to Item 7.01 of this Current Report, including Exhibit 99.3 hereto, shall not be considered filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of such section, nor shall it be incorporated by reference into future filings by the Company under the Securities Act of 1933, as amended or under the Securities Exchange Act of 1934, as amended, unless the Company expressly sets forth in such future filing that such information is to be considered filed or incorporated by reference therein.

Item 9.01. Financial Statements and Exhibits.

- (c) Exhibits.
- 99.1 Press Release
- 99.2 Pro Forma Segment Results of Operations to Reflect Discontinued Operations
- 99.3 Investor Conference Call Slide Presentation

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.

Date: February 25, 2005

TELEFLEX INCORPORATED

By: /s/ Martin S. Headley

Name: Martin S. Headley
Title: Executive Vice President
and
Chief Financial Officer

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EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99.1 | Press Release |
| 99.2 | Pro Forma Segment Results of Operations to Reflect Discontinued Operations |
| 99.3 | Investor Conference Call Slide Presentation |