

STEPHAN CO
Form 8-K
June 10, 2004

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):

June 10, 2004

THE STEPHAN CO.

(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction
of incorporation)

1-4436
(Commission File Number)

59-0676812
(I.R.S. Employer
Identification Number)

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1850 W. McNab Road
Fort Lauderdale, Florida
(Address of principal executive offices)

33309
(Zip Code)

(954) 971-0600

(Registrant's telephone number including area code)

Item 5. Other Events

On June 10, 2004, Counsel to the Special Committee of the Company's Board of Directors sent a letter to Richard L. Scott Investments, LLC (" Scott ") in response to Scott's letter of June 4, 2004 with respect to a proposal to purchase the outstanding shares of the Company. A copy of the letter is attached as Exhibit 99.1 to this Current Report.

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

(c) Exhibits.

99.1 Letter from Counsel to the Special Committee of the Board of Directors of The Stephan Co. to Richard L. Scott Investments, LLC dated June 10, 2004.

SIGNATURE

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

THE STEPHAN CO.

June 10, 2004

By: /s/ David A. Spiegel

David A. Spiegel
Chief Financial Officer

EXHIBIT INDEX

| EXHIBIT | DESCRIPTION |
|----------------|---|
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