

STEPHAN CO  
Form 8-K  
June 10, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

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**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**

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**THE STEPHAN CO.**

(Exact name of registrant as specified in its charter)

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**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)

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**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

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David A. Spiegel  
Chief Financial Officer

**EXHIBIT INDEX**

<b>EXHIBIT</b>	<b>DESCRIPTION</b>
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.