

MINE SAFETY APPLIANCES CO
Form 8-K
October 19, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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): October 13, 2010

MINE SAFETY APPLIANCES COMPANY

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction of

1-15579
(Commission

25-0668780
(IRS Employer

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incorporation or organization)

File Number)

Identification Number)

121 Gamma Drive

RIDC Industrial Park

O Hara Township

Pittsburgh, PA

(Address of principal executive offices)

15238

(Zip Code)

Registrant's telephone number, including area code: 412-967-3000

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))

Item 2.01. Completion of Acquisition or Disposition of Assets

On October 13, 2010, Mine Safety Appliances Company (MSA) completed the previously announced acquisition of General Monitors, Inc. and its affiliated companies (collectively, General Monitors). General Monitors is a leading innovator and developer of advanced flame and gas detection systems. The acquisition was completed pursuant to the purchase agreements which are attached as Exhibits 10.1, 10.2 and 10.3 to MSA s Current Report on Form 8-K filed with the Securities and Exchange Commission on September 13, 2010, which Form 8-K is incorporated herein by reference. The acquisition was made from the sellers set forth in such purchase agreements. Amendments which were entered into with respect to two of the purchase agreements are filed herewith as Exhibit 10.1 and Exhibit 10.2. Following the acquisition, General Monitors, Inc. and its affiliated companies became wholly owned subsidiaries of MSA.

Pursuant to the purchase agreements, MSA paid a purchase price of approximately \$280 million in cash, along with the assumption of certain liabilities. The purchase price is subject to a working capital adjustment. In accordance with the terms of the purchase agreements, \$38 million of the purchase price was placed in escrow to be used, if necessary, to satisfy certain indemnification obligations of the sellers.

The foregoing description of the transaction completed pursuant to the purchase agreements does not purport to be complete and is qualified in its entirety by reference to the purchase agreements, as amended.

Item 8.01. Other Events.

On October 14, 2010, MSA issued a press release announcing the completion of the acquisition of General Monitors, Inc. and its affiliated companies. The full text of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired

The financial statements required by this item are not included in this Current Report on Form 8-K. The financial statements will be provided in an amended report, which will be filed not later than 71 calendar days after the date that this initial report on Form 8-K must be filed.

(b) Pro Forma Financial Information

The pro forma financial information required by this item is not included in this Current Report on Form 8-K. The pro forma financial information will be provided in an amended report, which will be filed not later than 71 calendar days after the date that this initial report on Form 8-K must be filed.

(d) The following exhibits are furnished with this Report on Form 8-K.

| Exhibit No. | Description |
|--------------------|---|
| 10.1 | Amendment No. 1 dated October 13, 2010 to Asset Purchase Agreement, dated as of September 7, 2010, by and among (i) General Monitors, Inc.; (ii) Robert DePalma, Darin Brame, George Purvis, Joseph A. Sperske, as trustee for the 1995 Edwards QSST Trust I, Joseph A. Sperske, as trustee for the 1995 Edwards QSST Trust II, Joseph A. Sperske, as trustee for the 1995 Edwards QSST Trust III, Joseph A. Sperske, as trustee for the Joseph A. Sperske Revocable Trust, and Phillip A. Robbibaro and Michelle Robbibaro, as trustees for the Robbibaro Family Trust; (iii) Joseph A. Sperske, as agent for the seller parties; (iv) Mine Safety Appliances Company; and (v) Fifty Acquisition Corp. |
| 10.2 | Amendment No. 1 dated October 13, 2010 to Equity Purchase Agreement, dated as of September 7, 2010, by and among (i) Cecil Lenihan; David Woods; Denis Connolly; Joseph A. Sperske, as Trustee of the Shelley Trust; Joseph A. Sperske, as Trustee of the Stasia Trust; Joseph A. Sperske, as Trustee of the Shannon Trust; Darin Brame; George Purvis; Joseph A. Sperske, as Trustee of the Joseph A. Sperske Revocable Trust; and Phillip A. Robbibaro and Michelle Robbibaro, as Trustees of the Robbibaro Family Trust; (ii) Joseph A. Sperske, as agent for the sellers; and (iii) Mine Safety Appliances Company. |
| 99.1 | Press release dated October 14, 2010. <i>[Reminder of page intentionally blank]</i> |

SIGNATURE

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

MINE SAFETY APPLIANCES COMPANY

By: /s/ DOUGLAS K. McCLAINE
 Douglas K. McClaine

Vice President, General Counsel and Secretary

Date: October 19, 2010

EXHIBIT INDEX

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