

Edgar Filing: SOLA INTERNATIONAL INC - Form 8-K

SOLA INTERNATIONAL INC
Form 8-K
March 01, 2005

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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): February 28, 2005

SOLA INTERNATIONAL INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|---|
| Delaware | 1-13606 | 94-3189941 |
| (State or other jurisdiction of incorporation or organization) | (Commission file number) | (I.R.S. Employer Identification No.) |

10590 West Ocean Air Drive, Suite 300
San Diego, CA 92130
(Address of principal executive offices)

(858) 509-9899 (Registrant's
telephone number, including area code)

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

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Exchange Act (17 CFR 240.13e-4(c))

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Item 8.01. Other Events.

On February 28, 2005, the stockholders of SOLA International Inc., a Delaware corporation (the "Company"), approved an agreement and plan of merger under which Carl Zeiss TopCo GmbH would acquire all of the outstanding shares of the Company for \$28 per share. A favorable vote by a majority of shares outstanding was required for the approval and adoption of the agreement and plan of merger.

A copy of the press release issued by the Company on March 1, 2005 is filed as an exhibit hereto and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

Exhibits. The following exhibits are filed herewith:

| Exhibit No. ----- | Description ----- |
|----------------------|----------------------|
| 99.1 | Press Release |

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: March 1, 2005

SOLA INTERNATIONAL INC.

By: /s/ Ronald F. Dutt

Name: Ronald F. Dutt
Title: Executive Vice President &
Chief Financial Officer