

Edgar Filing: PENTON MEDIA INC - Form 8-K

PENTON MEDIA INC  
Form 8-K  
August 01, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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): July 26, 2002  
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Penton Media, Inc.  
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(Exact Name of Registrant as Specified in Charter)

|  |   |   |
|--|---|---|
| Delaware<br>-----<br>(State or Other Jurisdiction<br>of Incorporation) | 1-14337<br>-----<br>(Commission<br>File Number) | 36-2875386<br>-----<br>(IRS Employer<br>Identification No.) |
|--|---|---|

|  |                              |
|--|------------------------------|
| 1300 East Ninth Street, Cleveland, Ohio<br>-----<br>(Address of Principal Executive Offices) | 44114<br>-----<br>(Zip Code) |
|--|------------------------------|

Registrant's telephone number, including area code (216) 696-7000  
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ITEM 5. OTHER EVENTS.

On July 26, 2002, the Board of Directors of Penton Media, Inc. ("Penton") approved Amendment No. 2, dated as of July 31, 2002 (the "Amendment"), to the Rights Agreement, dated as of June 9, 2002, as amended (the "Rights Agreement"), by and between Penton and National City Bank, as successor Rights Agent. The Amendment changed the expiration date of the rights issued under the Rights Agreement to be the close of business of the day of Penton's annual meeting of the stockholders for 2003 unless the Rights Agreement is approved by the

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stockholders at such annual meeting.

The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, a copy of which has been filed as an exhibit hereto and incorporated herein by reference.

### ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

| Exhibits<br>----- | Description<br>-----  |
|-------------------|---|
| 4.1               | Amendment No. 1, dated as of July 31, 2002, to the Rights Agreement, by and between Penton and National City Bank, as successor Rights Agent. |

### 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.

Penton Media, Inc.

By: /s/ Preston L. Vice

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Name: Preston L. Vice  
Title: Senior Vice President and  
Secretary

Date: August 1, 2002

Exhibit Index

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| Exhibits<br>----- | Description<br>-----   |
|-------------------|--|
| 4.1               | Amendment No. 1, dated as of July 31, 2002, to the Rights Agreement, by and between Penton and National City Bank, as successor Rights Agent, is incorporated by reference to Exhibit 4.1 of Penton's Registration Statement on Form 8-A/A filed on July 31, 2002. |