

TELEFLEX INC
Form 8-K
July 21, 2004

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**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) July 6, 2004

TELEFLEX INCORPORATED

(Exact name of Registrant as Specified in Its Charter)

Delaware

1-5353

23-1147939

(State or Other Jurisdiction
of Incorporation or Organization)

(Commission File Number)

(IRS Employer
Identification No.)

155 South Limerick Road, Limerick, Pennsylvania

19468

(Address of Principal Executive Offices)

(Zip Code)

Registrant's Telephone Number, Including Area Code **(610) 948-5100**

Not applicable

(Former Name or Former Address, If Changed Since Last Report)

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Item 2. Acquisition or Disposition of Assets.

On July 6, 2004, Teleflex Incorporated (Teleflex) completed the acquisition of all of the issued and outstanding capital stock of Hudson Respiratory Care Inc., a leading provider of disposable medical products for respiratory care and anesthesia. The acquisition was completed pursuant to an Agreement and Plan of Merger dated May 17, 2004 (the Merger Agreement), as amended pursuant to that certain First Amendment to Agreement and Plan of Merger dated as of July 6, 2004 (the Amendment). The Merger Agreement and the Amendment are filed as Exhibits 2.1 and 2.2, respectively, to this Current Report and are incorporated herein by reference.

The total purchase price for the acquisition was \$460 million, which includes the retirement of all existing Hudson indebtedness. The purchase price is subject to adjustment as provided in the Merger Agreement. The purchase was financed in part by the issuance in July 2004 of \$350 million in Senior Notes. Teleflex expects to utilize a portion of a syndicated bank revolving credit line to liquidate the callable debt of Hudson during the third quarter.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

- 2.1 Agreement and Plan of Merger, dated as of May 17, 2004, by and among Teleflex Incorporated, TFX Acquisition Corporation, Freeman Spogli & Co. LLC, FS Equity Partners IV, L.P., River Holding Corp. and Hudson Respiratory Care Inc.
 - 2.2 First Amendment to Agreement and Plan of Merger, dated as of July 6, 2004, by and among Teleflex Incorporated, TFX Acquisition Corporation, Freeman Spogli & Co. LLC, FS Equity Partners IV, L.P., River Holding Corp. and Hudson Respiratory Care Inc.
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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.

Date: July 21, 2004

TELEFLEX INCORPORATED

By: /s/ Joan W. Schwartz

Name: Joan W. Schwartz

Title: Associate General Counsel and
Secretary

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EXHIBIT INDEX

Exhibit No.	Description
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