

RICHARDSON ELECTRONICS LTD/DE  
Form 8-K  
April 07, 2006

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

Washington, D.C. 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): April 4, 2006

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**RICHARDSON ELECTRONICS, LTD.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction

**0-12906**  
(Commission File Number)

**36-2096643**  
(IRS Employer

of Incorporation)

**40W267 Keslinger Road, P.O. Box 393, LaFox, Illinois 60147**

Identification Number)

(Address of Principal Executive Office)

Registrant's telephone number, including area code: (630) 208-2200

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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 (*see* General Instruction A.2. below):

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- .. 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))
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**Item 2.02. Results of Operations and Financial Condition**

On April 4, 2006, the Company issued a press release regarding the restatement of its financial statements, which press release is furnished as Exhibit 99.1 and incorporated herein by reference.

**Item 4.02. Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.**

On April 4, 2006, the Company concluded that its previously issued financial statements, including those for its fiscal years ended May 31, 2003, May 29, 2004 and May 28, 2005, and the interim periods ended September 3, 2005 and December 3, 2005, should not be relied upon as a result of errors in financial accounting at one of its Italian subsidiaries. The Company has not yet determined the impact of these errors for any specific period, but it estimates that, in the aggregate, the errors will reduce stockholders' equity by approximately \$3 million to \$4 million. The Company is continuing to evaluate the magnitude and impact of these errors. The Company is also evaluating the adequacy of its accounting for income taxes in certain foreign jurisdictions for prior periods. The Company has notified its present and former auditors. The Company's Chief Financial Officer and Audit Committee are engaged in continuing discussions with its present auditors concerning these matters. The Company's Chief Financial Officer is engaged in continuing discussions with its former auditors concerning these matters.

As a result of ongoing evaluation of these accounting errors, the Company does not expect to file its Form 10-Q for its fiscal quarter ended March 4, 2006 by the filing deadline. It intends to file the report on Form 10-Q for that period as soon as possible, and, if required, to file any amended periodic reports relating to prior periods as soon as practicable after completing its analysis of the impact of the accounting errors on those periods. It also intends to file amended reports for any other prior periods, if it determines that it is necessary to restate the financial statements for any such periods as a result of the accounting correction.

The Company's late filing of its third quarter Form 10-Q and the restatement will result in a default of the Company's secured revolving credit agreement with respect to timely delivery of financial statements and Form 10-Q reports. The Company is currently discussing with its senior lenders whether they will grant a waiver under the credit agreement relating to the restatement and the late 10-Q filing. No assurance can be given that a waiver will be granted.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

99.1 Press release of Richardson Electronics, Ltd. regarding its financial statements, dated April 4, 2006

**SIGNATURE**

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.

**RICHARDSON ELECTRONICS, LTD.**

Date: April 7, 2006

By: /s/ David J. DeNeve  
 David J. DeNeve  
 Senior Vice President and  
 Chief Financial Officer

gn="center">V(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FANANDAKIS NICHOLAS C 974 CENTRE ROAD CRP 730 WILMINGTON, DE 19805			Executive Vice President & CFO	

**Signatures**

Deborah L. Daisley by Power of Attorney  
 02/07/2017

\_\_Signature of Reporting Person Date

**Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Taxes withheld on lapsed RSUs and associated dividend equivalents.
- (2) Includes direct ownership, unvested RSUs and vested deferred stock units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.