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AAR CORP
Form 8-K
July 03, 2002

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): June 27, 2002

AAR CORP.

(Exact Name of Company as Specified in Its Charter)

| | | |
|---------------------------------------------------------------------------|------------------------------------------------|-------------------------------------------------------------------|
| DELAWARE ----- (State or other Jurisdiction of Incorporation) | 1-6263 ----- (Commission File Number) | 36-2334820 ----- (IRS Employer Identification Number) |
|---------------------------------------------------------------------------|------------------------------------------------|-------------------------------------------------------------------|

One AAR Place
1100 N. Wood Dale Road
Wood Dale, Illinois 60191

(Address and Zip Code of Principal Executive Offices)

(630) 227-2000

(Registrant's telephone number, including area code)

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

(c) Exhibits

99.1 Transcript of conference call held June 27, 2002 at 10:30 a.m. Central Time.

ITEM 9. REGULATION FD DISCLOSURE

The information provided in connection with Item 9 of this report is being furnished pursuant to Regulation FD of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In accordance with General Instruction B of Form 8-K, the information provided in connection with Item 9 of this report shall not be deemed to be "filed" for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended (the "Securities Act"), nor shall it be deemed incorporated by reference in any filing under the Securities Act. The furnishing of the information set forth in connection with Item 9 of this report is not intended to, and does

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not, constitute a determination or admission as to the materiality or completeness of such information that is required to be disclosed solely by Regulation FD.

Exhibit 99.1 contains certain statements relating to future results, which are forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on beliefs of Company management, as well as assumptions and estimates based on information currently available to the Company, and are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or those anticipated, depending on a variety of factors, including those factors discussed under the section entitled "Factors Which May Affect Future Results" contained in the Company's Quarterly Report on Form 10-Q for the quarter ended February 28, 2002. Should one or more of those risks or uncertainties materialize adversely, or should underlying assumptions or estimates prove incorrect, actual results may vary materially from those described. Those events and uncertainties are difficult or impossible to predict accurately and many are beyond the Company's control. The Company assumes no obligation to publicly release the result of any revisions that may be made to any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

Exhibit 99.1 is dated as of the date hereof and reflects management's views as of that date. The Company undertakes no obligation to update the information contained in Exhibit 99.1, including forward-looking statements, to reflect subsequently occurring events or circumstances. This report will not be deemed an admission as to the materiality of any information in the report that is required to be disclosed solely by Regulation FD.

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.

AAR CORP.

/s/ HOWARD A. PULSIFER

Howard A. Pulsifer
Vice President, General
Counsel and Secretary

Date: July 3, 2002

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|------------------------------------------------------------------------------|
| ----- | ----- |
| 99.1 | Transcript of conference call held June 27, 2002 at 10:30 a.m. Central Time. |

