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MUELLER INDUSTRIES INC
Form 8-K
December 17, 2004

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): December 14, 2004

MUELLER INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Delaware ----- (State or Other Jurisdiction of Incorporation)	1-6770 ----- (Commission File Number)	25-0790410 ----- (IRS Employer Identification No.)
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8285 Tournament Drive Suite 150 Memphis, Tennessee ----- (Address of Principal Executive Offices)	38125 ----- Zip Code
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Registrant's telephone number, including area code: (901) 753-3200

Registrant's Former Name or Address, if Changed Since Last Report: N/A

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):

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))

Item 1.01. Entry into a Material Definitive Agreement.

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On December 14, 2004, two subsidiaries of the registrant, Mueller Comercial de Mexico, S. de R.L. de C.V., a Mexican sociedad de responsabilidad limitada de capital variable ("Mueller Comercial"), and WTC HoldCo I, LLC, a Delaware limited liability company ("WTC HoldCo I" and, together with Mueller Comercial, the "Buyer"), entered into a Securities Purchase Agreement (the "Securities Purchase Agreement"), with Miyar, LLC, a Delaware limited liability company ("Miyar"), Nicna, GmbH, a Swiss limited liability company ("Nicna" and, together with Miyar, the "Seller"), Leon Dachner Cirano and Abraham Attias Wengrowsky (collectively, the "Seller Parties").

Pursuant to the Securities Purchase Agreement, on December 14, 2004, the Buyer purchased from the Seller all of the issued and outstanding membership interests (the "Shares") of NICNA Mexico, S. de R.L. de C.V., NICNA Mexico Servicios, S. de R.L. de C.V., NICNA Mexico Maquinaria, S. de R.L. de C.V., NICNA Mexico Ventas, S. de R.L. de C.V., NICNA Mexico Proyectos, S. de R.L. de C.V. and NICNA Mexico Comercial, S. de R.L. de C.V., each of which is a Mexican sociedad de responsabilidad limitada de capital variable. The aggregate purchase price for the Shares purchased under the Securities Purchase Agreement was approximately \$28,487,000, subject to adjustment. Prior to the execution of the Securities Purchase Agreement, no material relationship existed between the Buyer and the Seller or the Seller Parties.

In addition, on December 14, 2004, another subsidiary of the registrant, Mueller de Mexico S.A. de C.V., a Mexican sociedad anonima de capital variable ("Mueller de Mexico"), entered into an Inventory Purchase Agreement (the "Inventory Purchase Agreement") with Niples del Norte S.A. de C.V., a Mexican sociedad anonima de capital variable ("Niples del Norte"), whereby Mueller de Mexico purchased certain inventory from Niples del Norte for approximately \$11,161,000. Prior to the execution of the Inventory Purchase Agreement, no material relationship existed between Mueller de Mexico and Niples del Norte.

Item 9.01. Financial Statements and Exhibits.

There are no exhibits to this filing.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized, on December 17, 2004.

MUELLER INDUSTRIES, INC.

By: /s/ Kent A. McKee

Name: Kent A. McKee
Title: Vice-President and
Chief Financial Officer