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CTS CORP
Form S-4/A
December 22, 2004

As filed with the Securities and Exchange Commission on December 21, 2004
Registration No. 333-121129

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1
TO
FORM S-4
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CTS CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

INDIANA	3670	35-0225010
(State or Other	(Primary Standard Industrial	(I.R.S. Employer
Jurisdiction of	Classification Code Number)	Identification Number)
Incorporation or		
Organization)		

905 WEST BOULEVARD NORTH
ELKHART, INDIANA 46514
(574) 293-7511
(Address, Including Zip Code, and Telephone Number, Including Area Code, of
Registrant's Principal Executive Offices)

RICHARD G. CUTTER, III
VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
CTS CORPORATION
905 WEST BOULEVARD NORTH
ELKHART, INDIANA, 46514
(574) 293-7511
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code,
of Agent for Service)

COPIES TO:	
LYLE G. GANSKE, ESQ. JONES DAY NORTH POINT 901 LAKESIDE AVENUE CLEVELAND, OHIO 44114-1190 (216) 586-3939	CHRISTOPHER J. HEWITT, ESQ. JONES DAY NORTH POINT 901 LAKESIDE AVENUE CLEVELAND, OHIO 44114-1190 (216) 586-3939

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO PUBLIC: As soon as

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practicable following the effective date of this registration statement and the date on which all other conditions to the merger of Cardinal Acquisition, Inc. with and into SMTEK International, Inc. pursuant to the merger agreement described in the enclosed document have been satisfied or waived.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. []

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

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EXPERTS

* * *

The consolidated statements of operations, cash flows and stockholders' equity and comprehensive income (loss) of SMTEK International, Inc. and subsidiaries for the year ended June 30, 2002 have been incorporated by reference herein and in the registration statement in reliance on the report of KPMG LLP, an independent registered public accounting firm, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

* * *

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Elkhart, State of Indiana, on December 21, 2004.

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CTS CORPORATION
(Registrant)

By: /s/ Richard G. Cutter, III

Richard G. Cutter, III
Vice President, General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE -----	TITLE -----	
* ----- Donald K. Schwanz	Chairman, President and Chief Executive Officer, and Director (Principal Executive Officer)	Dece
* ----- Vinod M. Khilnani	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	Dece
* ----- Thomas A. Kroll	Vice President and Controller (Controller)	Dece
* ----- Walter S. Catlow	Director	Dece
* ----- Lawrence J. Ciancia	Director	Dece
* ----- Thomas G. Cody	Director	Dece
* ----- Gerald H. Frieling, Jr.	Director	Dece
* ----- Roger R. Hemminghaus	Director	Dece
* ----- Michael A. Henning	Director	Dece

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Director

Dece

*

Robert A. Profusek

Director

Dece

*

Patricia K. Vincent

* The undersigned, by signing his name hereto, does sign and execute this registration statement pursuant to the powers of attorney executed by the above-named officers and directors of the registrant.

By: /s/ Richard G. Cutter, III

Richard G. Cutter, III

EXHIBIT INDEX

EXHIBIT NO	EXHIBIT DESCRIPTION
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23.3	Consent of Independent Registered Public Accounting Firm, KPMG LLP.
24.1	Power of Attorney of directors and officers of CTS Corporation (filed as exhibit 24.1 to CTS Corporation's Registration Statement on Form S-4 filed with the Commission on December 9, 2004 and incorporated herein by reference).