

METHODE ELECTRONICS INC  
Form 8-K  
January 09, 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): **January 8, 2004**

---

**METHODE ELECTRONICS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
State or Other Jurisdiction  
of Incorporation

**0-2816**  
Commission File Number

**36-2090085**  
I.R.S. Employer  
Identification Number

**7401 West Wilson Avenue, Chicago, Illinois 60706**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(708) 867-6777**

**Not Applicable**

(Former name or former address, if changed since last report)

---

---

---

**ITEM 5. Other Events**

On January 8, 2004, in connection with the effectiveness of a merger pursuant to which each share of the company's Class B common stock was converted into the right to receive \$23.55 in cash, without interest, and each share of the company's Class A common stock was converted into one share of new common stock, the company's certificate of incorporation was amended and restated. A copy of the restated certificate of incorporation is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

After the merger was effective on January 8, 2004, the company's board of directors approved certain amendments to the company's by-laws, including procedures governing advance notification of stockholder proposals and nominations, and any solicitations for actions by written consent. A copy of the company's amended and restated by-laws is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

**ITEM 7. Financial Statements and Exhibits**

(c) Exhibits

- 99.1 Restated Certificate of Incorporation of Methode Electronics, Inc.
- 99.2 By-Laws of Methode Electronics, Inc. Amended and Restated as of January 8, 2004.

---

**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.

**METHODE ELECTRONICS, INC.**

Date: January 9, 2004

By: /s/ DOUGLAS A. KOMAN

---

Douglas A. Koman  
Vice President, Corporate Finance

---