

ATHEROS COMMUNICATIONS INC  
Form 8-K  
December 17, 2007

---

**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 13, 2007

---

**ATHEROS COMMUNICATIONS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

**0-50534**  
(Commission

**77-0485570**  
(IRS Employer

of incorporation)

File Number)

Identification No.)

**5480 Great America Parkway, Santa Clara, CA 95054**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (408) 773-5200

**Not Applicable**

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

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)

Edgar Filing: ATHEROS COMMUNICATIONS INC - Form 8-K

- “ 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**

The information required to be disclosed under this Item 1.01 is set forth below in Item 2.01 and incorporate herein by reference.

**Item 2.01 Completion of Acquisition or Disposition of Assets.**

On December 14, 2007, Atheros Communications, Inc., a Delaware corporation ( Atheros ), purchased substantially all the assets and assumed certain liabilities of u-Nav Microelectronics Corporation, a Delaware corporation (the Company ), pursuant to an asset purchase agreement dated December 13, 2007 (the Agreement ), for approximately \$54 million in stock and cash. Under the terms of the Agreement, Atheros paid \$15.4 million in cash, of which \$5 million will be held in escrow for a period of 12 months, and issued 1,280,000 shares of Atheros common stock. In addition, pursuant to an earn-out agreement, Atheros agreed to issue up to 400,000 additional shares of Atheros common stock upon attainment of certain milestones in 2008. Atheros also agreed to issue an aggregate of 150,000 shares of restricted stock to certain employees of the Company. In connection with the purchase, Atheros entered into several ancillary agreements, including an earn-out agreement and escrow agreement.

The foregoing description of the Agreement is qualified in its entirety by the full text of the Agreement, a copy of which is attached hereto as an exhibit and which is incorporated herein by reference.

On December 13, 2007, Atheros issued a press release announcing the Agreement. A copy of the release is filed herewith as Exhibit 99.1.

**Item 3.02 Unregistered Sales of Equity Securities**

Under the terms of the Agreement described in Item 2.01 above, Atheros issued 1,280,000 shares of Common Stock, \$0.0005 par value, to the Company at closing (the Closing Shares ) and agreed to issue up to 400,000 additional shares of Common Stock to the Company upon attainment of certain milestones (the Earn-Out Shares ). The Closing Shares are, and, if issued, the Earn-Out Shares will be, subject to a 12 month lockup period. The Closing Shares were issued and the Earn-Out Shares will be issued pursuant to an exemption from registration under Rule 506 of Regulation D promulgated under the Securities Act of 1933.

**Item 9.01 Financial Statements and Exhibits**

(a) Financial statements of businesses acquired.

The financial statements required to be filed in connection with the acquisition described in Item 2.01 above are not included herein. Atheros will file the required financial statements prior to February 29, 2008.

(b) Proforma Financial Information.

The proforma financial information required to be filed in connection with the acquisition described in Item 2.01 above are not included herein. Atheros will file the required proforma financial information prior to February 29, 2008.

## (d) Exhibits

| Exhibit Number       | Description  |
|----------------------|--|
| 2.1                  | Asset Purchase Agreement, dated December 13, 2007, by and between Atheros Communications, Inc., a Delaware corporation, and u-Nav Microelectronics Corporation, a Delaware corporation.  |
|                      | The following exhibits and schedules to the Asset Purchase Agreement have been omitted. Atheros will furnish copies of the omitted exhibit and schedules to the Commission upon request. |
| Exhibit A            | Excluded Assets  |
| Exhibit B            | Assumed Liabilities  |
| Exhibit C            | Form of Transferee Joinder   |
| Exhibit D            | Form of Earn-Out Agreement   |
| Exhibit E            | Form of Escrow Agreement   |
| Exhibit F-1          | Form of Acquirer Officer's Certificate   |
| Exhibit F-2          | Form of Acquirer Secretary's Certificate   |
| Exhibit G-1          | Form of the Company Officer's Certificate  |
| Exhibit G-2          | Form of the Company Secretary's Certificate  |
| Exhibit H            | Form of FIRPTA Certificate   |
| Exhibit I-1          | Form of Employment Agreement   |
| Exhibit I-2          | Form of Confidentiality and Invention Assignment Agreement   |
| Exhibit J            | Form of Bill of Sale   |
| Exhibit K            | Form of Assignment and Assumption Agreement  |
| Exhibit L            | Form of Release  |
| Exhibit M            | Form of Patent Assignment  |
| Exhibit N            | Form of Trademark Assignment   |
| Exhibit O            | Form of Copyright Assignment   |
| Exhibit P            | Form of Assignment of Purchase Agreement   |
| Schedule 1.1(c)(i)   | Receivables  |
| Schedule 1.1(c)(ii)  | Inventory  |
| Schedule 1.1(c)(iii) | Tangible Assets  |
| Schedule 1.1(c)(v)   | Contracts  |
| Schedule 1.1(c)(vi)  | Domain Names   |
| Schedule 9.2         | Allocation   |
| 99.1                 | Press Release dated December 13, 2007.   |

**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.

Dated: December 17, 2007

**ATHEROS COMMUNICATIONS, INC.**

By: /s/ Jack R. Lazar

Name: Jack R. Lazar

Title: Vice President and Chief Financial Officer

Exhibit Index

| Exhibit Number       | Description   |
|----------------------|---|
| 2.1                  | Asset Purchase Agreement, dated December 13, 2007, by and between Atheros Communications, Inc., a Delaware corporation, and u-Nav Microelectronics Corporation, a Delaware corporation.<br><br>The following exhibits and schedules to the Asset Purchase Agreement have been omitted. Atheros will furnish copies of the omitted exhibit and schedules to the Commission upon request. |
| Exhibit A            | Excluded Assets   |
| Exhibit B            | Assumed Liabilities   |
| Exhibit C            | Form of Transferee Joinder  |
| Exhibit D            | Form of Earn-Out Agreement  |
| Exhibit E            | Form of Escrow Agreement  |
| Exhibit F-1          | Form of Acquirer Officer's Certificate  |
| Exhibit F-2          | Form of Acquirer Secretary's Certificate  |
| Exhibit G-1          | Form of the Company Officer's Certificate   |
| Exhibit G-2          | Form of the Company Secretary's Certificate   |
| Exhibit H            | Form of FIRPTA Certificate  |
| Exhibit I-1          | Form of Employment Agreement  |
| Exhibit I-2          | Form of Confidentiality and Invention Assignment Agreement  |
| Exhibit J            | Form of Bill of Sale  |
| Exhibit K            | Form of Assignment and Assumption Agreement   |
| Exhibit L            | Form of Release   |
| Exhibit M            | Form of Patent Assignment   |
| Exhibit N            | Form of Trademark Assignment  |
| Exhibit O            | Form of Copyright Assignment  |
| Exhibit P            | Form of Assignment of Purchase Agreement  |
| Schedule 1.1(c)(i)   | Receivables   |
| Schedule 1.1(c)(ii)  | Inventory   |
| Schedule 1.1(c)(iii) | Tangible Assets   |
| Schedule 1.1(c)(v)   | Contracts   |
| Schedule 1.1(c)(vi)  | Domain Names  |
| Schedule 9.2         | Allocation  |
| 99.1                 | Press Release dated December 13, 2007.  |