

TERADYNE, INC
Form 8-K
January 25, 2008

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 24, 2008

Teradyne, Inc.

(Exact Name of Registrant as Specified in Charter)

Massachusetts
(State or Other Jurisdiction

001-06462
(Commission File Number)

04-2272148
(IRS Employer

of Incorporation)

Identification No.)

600 Riverpark Drive North Reading, Massachusetts
(Address of Principal Executive Offices)

(978) 370-2700

01864
(Zip Code)

(Registrant's telephone number, including area code)

Not applicable.

(Former Name or Former Address, if Changed Since Last Report)

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

On January 24, 2008, Teradyne, Inc. (Teradyne) completed its acquisition of all of the outstanding shares of common stock, par value \$0.001 per share, of Nextest Systems Corporation (Nextest), pursuant to an Agreement and Plan of Merger (the Merger Agreement), dated as of December 11, 2007, among Teradyne, Nextest and NAC Equipment Corporation, a wholly owned subsidiary of Teradyne.

The aggregate purchase price paid by Teradyne for this acquisition was approximately \$325 million net of the cash acquired and including the fair value of fully vested employee equity instruments and transaction costs.

A copy of the press release announcing the completion of the acquisition is filed with this report as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(a) Financial Statements of Business Acquired

The financial statements required by Item 9.01(a) of Form 8-K will be filed by amendment within 71 calendar days after the date upon which this current report on Form 8-K must be filed.

(b) Pro Forma Financial Information

The pro forma financial information required by Item 9.01(b) of Form 8-K will be filed by amendment within 71 calendar days after the date upon which this current report on Form 8-K must be filed.

(d) Exhibits.

See the Exhibit Index attached to this report.

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.

TERADYNE, INC.

Date: January 25, 2008

By: /s/ Gregory R. Beecher
Name: Gregory R. Beecher
Title: Vice President, Chief Financial Officer and Treasurer

EXHIBIT INDEX

Exhibit No.	Description
2.1(1)	Agreement and Plan of Merger among Teradyne, Inc., NAC Equipment Corporation, and Nextest Systems Corporation., dated as of December 11, 2007.
99.1	Press Release dated January 24, 2008 announcing completion of acquisition.
(1)	Filed with the Securities and Exchange Commission on December 13, 2007 as Exhibit 2.1 to Teradyne's current report on Form 8-K and incorporated herein by reference.