SOUND ADVICE INC
Form 8-K
July 30, 2001

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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)   JUNE 1, 2001

SOUND ADVICE, INC.

(Exact name of registrant as specified in its charter)

FLORIDA

(State or other jurisdiction of incorporation)

        0-15194   59-1520531
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(Commission File Number)   (IRS Employer Identification No.)

1901 TIGERTAIL BOULEVARD
DANIA, FLORIDA 33004

(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code   (954) 922-4434

N/A

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

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ITEM 5.   OTHER EVENTS

        Effective June 1, 2001, the Board of Directors of Sound Advice, Inc.
("Registrant") amended its 1997 Common Stock Purchase Rights Agreement (the
"Rights Agreement") to provide that the rights will not become exercisable by
virtue of the transactions contemplated in the Agreement and Plan of Merger,
dated June 1, 2001, among the Registrant, Tweeter Home Entertainment Group, Inc.
and TWT Acquisition Corp.

        Reference is made to the Second Amendment to Rights Agreement filed as
Exhibit 4.1 hereto. The Second Amendment set forth in Exhibit 4.1 is hereby
incorporated by reference herein.

ITEM 7.   FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

        (c)   Exhibits

EXHIBIT NUMBER	DESCRIPTION
4.1	Second Amendment to Rights Agreement, dated as of June 1, 2001, between the Registrant and American Stock Transfer & Trust Company.

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SIGNATURES

        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 thereunto duly authorized.

                                  SOUND ADVICE, INC.

Dated: July 30, 2001   By:/s/ KENNETH L. DANIELSON

                                  Kenneth L. Danielson,
                                  Chief Financial Officer and Treasurer

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EXHIBIT NUMBER	DESCRIPTION	PAGE

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