

Edgar Filing: TEREX CORP - Form 8-K

TEREX CORP
Form 8-K
June 28, 2001

=====

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) June 27, 2001

TEREX CORPORATION

(EXACT NAME OF REGISTRANT AS SPECIFIED IN CHARTER)

Delaware	1-10702	34-1531521
-----	-----	-----
(STATE OR OTHER JURISDICTION OF INCORPORATION)	(COMMISSION FILE NUMBER)	(IRS EMPLOYER IDENTIFICATION NO.)

500 Post Road East, Suite 320, Westport, Connecticut 06880

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

Registrant's telephone number, including area code (203) 222-7170

NOT APPLICABLE

(FORMER NAME OR FORMER ADDRESS, IF CHANGED SINCE LAST REPORT)

=====

ITEM 5. OTHER EVENTS.

Terex Corporation ("Terex") announced by press release dated June 28, 2001 that it has signed a definitive merger agreement with CMI Corporation ("CMI"). The merger agreement provides for an exchange of all the outstanding shares of CMI, at an exchange rate of 0.16 share of Terex

Edgar Filing: TEREX CORP - Form 8-K

common stock for each share of CMI common stock, subject to a downward adjustment in the event the consolidated net debt of CMI exceeds \$75.25 million at the time of closing of the transaction.

As a result of this transaction, Terex is expected to issue a maximum of approximately 3.5 million shares of its common stock to CMI shareholders. The merger is subject to customary closing conditions, including the consent of CMI shareholders and necessary regulatory approvals, and is expected to close during the third quarter of 2001.

CMI is a leading manufacturer of a broad range of automated machines for the construction and maintenance of highways, city streets and county roads, parking lots and bridges, with revenues in 2000 in excess of \$225 million. CMI's products include asphalt and concrete mixing plants, road profiling and reclaiming equipment, concrete paving systems and landfill compactors and grinders.

The foregoing description of the merger agreement is qualified in its entirety by reference to the full text of such agreement, which is filed as an exhibit to this report and incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

2.1 Agreement and Plan of Merger, dated as of June 27, 2001, by and among CMI Corporation, Terex Corporation and Claudius Acquisition Corp.

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 hereunto duly authorized.

Date: June 28, 2001

TEREX CORPORATION

By: /s/ Eric I Cohen
Eric I Cohen
Senior Vice President