

SCM MICROSYSTEMS INC

Form 8-K

November 14, 2002

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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

November 8, 2002

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Date of Report (date of earliest event reported)

**SCM MICROSYSTEMS, INC.**

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(Exact name of Registrant as specified in its charter)

Delaware

000-22689

77-0444317

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(State or other jurisdiction of  
incorporation or organization)

(Commission File Number)

(I.R.S. Employer  
Identification Number)

47211 Bayside Parkway  
Fremont, California 94538

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(Address of principal executive offices)

(510) 360-2300

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(Registrant's telephone number, including area code)

Not Applicable

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

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**ITEM 5. OTHER EVENTS**

On November 8, 2002, SCM Microsystems, Inc. (the Company ) declared a dividend of one (1) Preferred Share Purchase Right (collectively, the Rights ) on each share of Common Stock, par value \$0.001 per share, of the Company ( Company Common Stock ) outstanding as of the close of business on November 25, 2002. The terms of the Rights are governed by a Preferred Stock Rights Agreement, dated as of November 8, 2002 (the Rights Agreement ), between the Company and American Stock Transfer & Trust Company, a copy of which is attached as an exhibit to this Current Report on Form 8-K and is incorporated herein by reference.

On November 14, 2002, the Company issued a press release announcing that the Company had approved adoption of the Rights Agreement. The press release is attached as an exhibit to this Current Report on Form 8-K and incorporated herein by reference.

**ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS**

(c) Exhibits:

<b>Exhibit Number</b>	<b>Description</b>
3.3	Certificate of Designation of Rights, Preferences and Privileges of Series A Participating Preferred Stock of SCM Microsystems, Inc.
4.1	Preferred Stock Rights Agreement, dated as of November 8, 2002, between SCM Microsystems, Inc., a Delaware corporation, and American Stock Transfer & Trust Company.
99.1	Press release of SCM Microsystems, Inc. issued on November 14, 2002.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to the Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: November 14, 2002

SCM MICROSYSTEMS, INC.

By: /s/ Andrew Warner

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Andrew Warner  
Vice President, Finance and  
Chief Financial Officer

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