

PERMA FIX ENVIRONMENTAL SERVICES INC
Form 8-K/A
January 25, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT
(Amendment No. 2)

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) June 15, 2001

PERMA-FIX ENVIRONMENTAL SERVICES, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction of
incorporation)

1-11596
(Commission File
Number)

58-1954497
(IRS Employer
Identification No.)

1940 N.W. 67th Place, Suite A, Gainesville, Florida
(Address of principal executive offices)

32653
(Zip Code)

Registrant's telephone number, including area code (352) 373-4200

Not applicable

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

Item 7. Financial Statements and Exhibits

(a) Financial statements of businesses acquired

On July 5, 2001, Perma-Fix Environmental Services, Inc. (the "Company") filed a Form 8-K to report its acquisition, effective June 25, 2001, of all of the outstanding voting stock of East Tennessee Materials and Energy Corporation, a Tennessee corporation ("M&EC"), pursuant to the terms of the Stock Purchase Agreement, dated January 18, 2001, (the "Purchase Agreement") between the Company, M&EC, all of the shareholders of M&EC, and Bill Hillis. Pursuant to Item 7 of Form 8-K, the Company filed certain financial information with Amendment No. 1 to Form 8-K on September 16, 2001 ("Amendment No. 1"). This Amendment No. 2 is being filed to amend such financial information.

(1) Audited Financials

The following audited financial statements of M&EC are filed as required by Rule 3.05(b) of Regulation S-X, as promulgated pursuant to the Securities Act of 1933, as amended (the "Securities Act"), and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and are attached hereto as Exhibit 99.1.

Report of Independent Certified Public Accountants Gallogly, Fernandez & Riley, LLP

Audited Consolidated Financial Statements:

- A. Consolidated Balance Sheets as of December 31, 2000 and 1999.
- B. Consolidated Statements of Operations for the Years Ended December 31, 2000 and 1999.
- C. Consolidated Statements of Stockholders' Deficit for the Years Ended December 31, 2000 and 1999.
- D. Consolidated Statements of Cash Flows for the Years Ended December 31, 2000 and 1999.
- E. Notes to Financial Statements.

(2) Unaudited Interim Financials

The following unaudited interim financial statements of M&EC are filed as required by Rule 3.05(b) of Regulation S-X, as promulgated pursuant to the Securities Act and the Exchange Act, and are attached hereto as Exhibit 99.2.

Unaudited Interim Financial Statements of M&EC:

- A. Consolidated Balance Sheets as of June 25, 2001 (unaudited) and December 31, 2000.
- B. Unaudited Consolidated Statements of Operations for the six months ended June 25, 2001, and June 30, 2000.
- C. Unaudited Consolidated Statements of Cash Flows for the six months ended June 25, 2001, and June 30, 2000.
- D. Notes to Consolidated Financial Statements.

(b) Unaudited pro forma financial information.

The following unaudited pro forma financial information is filed as required by Article 11 of Regulation S-X, as promulgated pursuant to the Securities Act and the Exchange Act, and is attached hereto as Exhibit 99.3. The following information should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2000, and Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2001.

Unaudited Pro Forma Combined Condensed
Financial Statements of the Company and M&EC:

- A. Unaudited Pro Forma Condensed Combined Statement of Operations for the year ended December 31, 2000.
- B. Unaudited Pro Forma Condensed Combined Statement of Operations for the six months ended June 30, 2001.
- C. Notes to the Unaudited Pro Forma Condensed Combined Financial Statements.

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- 2.1* Stock Purchase Agreement, dated January 18, 2001, among the Company; East Tennessee Materials and Energy Corporation; Performance Development Corporation; Joe W. Anderson; Ronald W. Anderson; M. Joy Anderson; Russell R. and Cindy E. Anderson; Charitable Remainder Unitrust of William Paul Cowell, Kevin Cowell, Trustee; Joe B. and Angela H. Fincher; Ken-Ten Partners; Michael W. Light; Management Technologies, Incorporated; M&EC 401(k) Plan and Trust; PDC 401(k) Plan and Trust; Robert N. Parker; James C. Powers; Richard William Schenk, Trustee of the Richard Schenk Trust dated November 5, 1998; Talahi Partners; Hillis Enterprises, Inc.; Tom Price and Virginia Price; Thomas John Abraham, Jr. and Donna Ferguson Abraham; and Bill J. Hillis, is incorporated by reference from Exhibit 2.1 to the Company's Form 8-K, dated January 31, 2001.
- 10.1* Promissory Note, dated June 7, 2001, issued by M&EC in favor of Performance Development Corporation.
- 10.2* Form 433-D Installment Agreement, dated June 11, 2001, between M&EC and the Internal Revenue Service.
- 23.1 Consent of Gallogly, Fernandez & Riley, LLP.
- 99.1 Audited financial statements of M&EC.
- 99.2 Unaudited financial statements of M&EC.
- 99.3 Unaudited pro forma financial information.

*Filed as an exhibit to the Company's Current Report on Form 8-K, dated June 15, 2001, and filed July 5, 2001.

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.

PERMA-FIX ENVIRONMENTAL SERVICES, INC.

By: /s/ Richard T. Kelecy
Chief Financial Officer

Dated: January 24, 2002