

Edgar Filing: ENGLOBAL CORP - Form 8-K

ENGLOBAL CORP
Form 8-K
June 01, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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) May 25, 2006

ENGLOBAL CORPORATION

(Exact name of registrant as specified in its chapter)

| | | |
|--|---|---|
| Nevada ----- (State or other jurisdiction of incorporation) | 001-14217 ----- (Commission File Number) | 88-0322261 ----- (IRS Employer Identification No.) |
|--|---|---|

| | |
|---|-----------------------------------|
| 654 N. Sam Houston Parkway E., Suite 400, Houston, Texas ----- (Address of principal executive offices) | 77060-5914 ----- (Zip Code) |
|---|-----------------------------------|

Registrant's telephone number, including area code 281-878-1000

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

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))

Item 2.01. Completion of Acquisition or Disposition of Assets

On May 25, 2006, the Company completed its acquisition of WRC Corporation ("WRC"), a privately held firm based in the Denver, Colorado area, pursuant to a Stock Purchase Agreement by and between the Company and Michael H. Lee, the President, Chief Operating Officer and sole stockholder of WRC. Under the terms of the Stock Purchase Agreement, the consideration paid for the capital stock of

Edgar Filing: ENGLOBAL CORP - Form 8-K

WRC totaled \$10,060,329.19 consisting of 175,000 shares of Company common stock, cash and promissory notes paid or payable to Mr. Lee, and the payment of certain debt obligations of WRC.

WRC provides integrated land management, engineering and related services to the pipeline, power and transportation industries, among others.

Item 7.01

On May 25, 2006, the Company completed its acquisition of all the outstanding capital stock of WRC Corporation. A copy of the press release issued by the Company in connection with the completion of the acquisition is furnished as Exhibit 99.1 to this report.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

| Number | Exhibit |
|--------|--|
| ----- | ----- |
| 99.1 | Press Release, dated May 30, 2006, of ENGlobal Corporation |

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.

ENGlobal Corporation

Date: May 30, 2006

/s/ Natalie S. Hairston

Natalie S. Hairston, Investor Relations
Officer, Chief Governance Officer and
Corporate Secretary