

Intermec, Inc.
Form DEFA14A
March 12, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant ☐

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ **Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))

☐ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material Pursuant to § 240.14a-12

Intermec, Inc.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

☐ No fee required.

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Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:

- 2) Aggregate number of securities to which transaction applies:

- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- 4) Proposed maximum aggregate value of transaction:

- 5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:

- 2) Form, Schedule or Registration Statement No.:

- 3) Filing Party:

- 4) Date Filed:

UNITED STATES
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FORM 8 K

CURRENT REPORT

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

March 11, 2013

Date of Report (Date of earliest event reported)

Intermec, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-13279
(Commission

File Number)

95-4647021
(I.R.S. Employer

Identification No.)

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6001 36th Avenue West

Everett, Washington

www.intermec.com

(Address of principal executive offices and internet site)

98203-1264

(Zip Code)

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 8.01 Other Events.

On March 11, 2013, Intermec, Inc. (Intermec) and Honeywell International Inc. (Honeywell) each received a request for additional information (the Second Request) from the U.S. Federal Trade Commission (the FTC) in connection with Intermec 's previously announced proposed transaction with Honeywell pursuant to the agreement and plan of merger, dated December 9, 2012, by and among Intermec, Honeywell, and Hawkeye Merger Sub Corp., a wholly owned subsidiary of Honeywell. The Second Request was issued pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended.

On March 12, 2013, Intermec issued a press release relating to the Second Request. A copy of Intermec 's press release is attached as Exhibit 99.1

Important Additional Information about the Merger Transaction

Intermec filed with the Securities and Exchange Commission (SEC) a definitive proxy statement in connection with the proposed merger transaction with Honeywell on February 14, 2013. This press release is not a substitute for the definitive proxy statement (including any supplements or amendments thereto) and other documents related to the merger transaction. **The definitive proxy statement and any other documents that may be filed with the SEC related to the merger transaction or incorporated by reference into the definitive proxy statement contain important information about Intermec, Honeywell, the merger transaction and related matters. Investors and security holders are urged to carefully read the definitive proxy statement and any other documents that may be filed with the SEC related to the merger transaction or incorporated by reference into the definitive proxy statement.** Investors and security holders will be able to obtain free copies of those documents filed with the SEC by Intermec through the website maintained by the SEC at www.sec.gov or by contacting Intermec at (425) 348-2600. In addition, investors and security holders are able to obtain free copies of the documents filed with the SEC at the investor relations tab of Intermec 's website, www.intermec.com, which website is not incorporated herein by reference.

Intermec and its directors and officers and certain other members of management and employees may be deemed to be participants in the solicitation of proxies from its investors and security holders in connection with the merger transaction. Certain information regarding these persons and a description of their direct and indirect interests, by security holdings or otherwise, is contained in the definitive proxy statement and may be contained in other relevant materials to be filed with the SEC regarding the merger transaction when they become available. Additional information regarding Intermec 's executive officers and directors is included in Intermec 's definitive proxy statement for 2012, which was filed with the SEC on April 12, 2012, and other relevant documents filed with the SEC. You can obtain free copies of these documents from Intermec or the SEC using the contact information above.

Forward-Looking Statements

Statements made in this press release and related statements that express Intermec 's or our management 's intentions, hopes, indications, beliefs, expectations, guidance, estimates, forecasts or predictions of the future constitute forward-looking statements, as defined by the Private Securities Litigation Reform Act of 1995, and relate to matters that are not historical facts. The forward-looking statements contained herein include, without limitation, statements regarding: the potential acquisition of Intermec by Honeywell International Inc.; the holding of the related stockholders meeting; the receipt of regulatory approval for the potential merger transaction; and the anticipated timing of the closing of the potential merger transaction, if at all. When used in this document and in documents it refers to, the words anticipate, believe, will, intend, project and expect and similar expressions as they relate to us or our management are intended to identify such forward-looking statements. These statements represent beliefs and expectations only as of the date they were made. We may elect to update forward-looking statements, but we expressly disclaim any obligation to do so, even if our beliefs and expectations change.

Actual results may differ from those expressed or implied in our forward-looking statements. Such forward-looking statements involve and are subject to certain risks and uncertainties, which may cause our actual results to differ materially from those discussed in a forward-looking statement. These risk factors include, but are not limited to, risks and uncertainties described more fully in our reports filed or to be filed with the Securities and Exchange

Commission including, but not limited to, our annual reports on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K, which are available, among other places, at the investor relations tab of Intermec's website, on our website at www.intermec.com (which website is not incorporated herein by reference).

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The exhibits listed in the accompanying Exhibit Index relate to the Registration Statement and are filed herewith for incorporation by reference in the Registration Statement.

Exhibit No.	Description
99.1	Press release, dated March 12, 2013.

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.

Intermec, Inc.

(Registrant)

Date: March 12, 2013

By: /s/ YUKIO MORIKUBO

Name: Yukio Morikubo

Title: Senior Vice President, General Counsel and Corporate Secretary

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release, dated March 12, 2013.

Intermec Receives Request for Additional Information from

FTC Regarding Proposed Merger with Honeywell

EVERETT, Wash. Mar. 12, 2013 On March 11, 2013, Intermec, Inc. (NYSE: IN; Intermec) and Honeywell International Inc. (Honeywell) each received a request for additional information (the Second Request) from the U.S. Federal Trade Commission (FTC) in connection with Intermec 's previously announced proposed merger with Honeywell pursuant to the agreement and plan of merger, dated December 9, 2012, by and among Intermec, Honeywell, and Hawkeye Merger Sub Corp., a wholly owned subsidiary of Honeywell. The Second Request was issued pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (HSR Act).

The effect of the Second Request is to extend the waiting period imposed by the HSR Act until 30 days after Intermec and Honeywell have substantially complied with the Second Request, unless that period is extended voluntarily by the parties or terminated sooner by the FTC.

Intermec intends to respond expeditiously to this request and to continue to work cooperatively with the FTC in connection with its review. Completion of the transaction remains subject to Intermec stockholder approval, regulatory approvals (including the expiration or termination of the waiting period under the HSR Act), and other customary closing conditions. Intermec continues to expect that the transaction will close by the end of the second quarter of 2013.

About Intermec

Intermec Inc. (NYSE: IN) is the workflow performance company. We design the leading data capture and information management solutions at the interface between mobile workers, assets, and customers. For more information about Intermec, visit www.intermec.com (which website is not incorporated herein by reference).

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Actual results may differ from those expressed or implied in our forward-looking statements. Such forward-looking statements involve and are subject to certain risks and uncertainties, which may cause our actual results to differ materially from those discussed in a forward-looking statement. These risk factors include, but are not limited to, risks and uncertainties described more fully in our reports filed or to be filed with the Securities and Exchange Commission including, but not limited to, our annual reports on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K, which are available, among other places, at the investor relations tab of Intermec's website, on our website at www.intermec.com (which website is not incorporated herein by reference).