

TRIMBLE NAVIGATION LTD /CA/
Form 8-K
June 20, 2011

8301 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: June 20, 2011

Trimble Navigation Limited
(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation)

001-14845
(Commission File Number)

94-2802192
(IRS Employer I.D. No.)

935 Stewart Drive, Sunnyvale, California, 94085
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (408) 481-8000

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:

☐ 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.

As previously announced in the Current Report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on May 9, 2011 by Trimble Navigation Limited (the “Company”), the Company entered into a Combination Agreement (the “Combination Agreement”) with Tekla Corporation, a public limited company incorporated and existing under the laws of Finland with its sole class of equity listed on the NASDAQ OMX Helsinki stock exchange (“Tekla”), pursuant to which the Company, indirectly through Trimble Finland Oy (“Trimble Finland”), the Company’s wholly-owned Finnish subsidiary, offered to acquire all of the outstanding shares in Tekla through a public tender offer (the “Tender Offer”), and, if necessary, through subsequent compulsory redemption proceedings in accordance with the Finnish Companies Act. For more information regarding the Combination Agreement and the Tender Offer, see the Company’s Current Report on Form 8-K, filed with the SEC on May 9, 2011.

The offer period pursuant to which Tekla’s shareholders could have tendered their shares to Trimble Finland in the Tender Offer was originally scheduled to expire on June 17, 2011 (the “Initial Offer Deadline”). As of the Initial Offer Deadline, the shares tendered to Trimble Finland in the Tender Offer represent over 90% of all outstanding shares in Tekla. In order to give those Tekla shareholders that have not yet tendered their shares the opportunity to still accept Trimble Finland’s tender offer and receive payment for their Tekla shares upon completion of the Tender Offer, Trimble Finland has extended the Initial Offer Period until June 27, 2011, 8:00 p.m. local Finnish time (the “Extended Offer Deadline”). Prior to the expiration of the Extended Offer Deadline and Trimble Finland’s acceptance of the tendered shares, Tekla’s shareholders have the ability to withdraw their shares from the Tender Offer. Trimble Finland currently expects to consummate the Tender Offer in early July 2011.

This Current Report includes forward-looking statements within the meaning of Section 21E of the Securities Exchange Act and are made pursuant to the safe harbor provisions of the Securities Litigation Reform Act of 1995. These forward-looking statements are subject to change, and actual results may materially differ from those set forth in this Current Report due to certain risks and uncertainties. Factors that could cause or contribute to changes in such forward-looking statements include, but are not limited to (i) realizing the anticipated benefits of the acquisition of Tekla, (ii) successfully completing the acquisition of Tekla’s shares and the timing of such acquisition, (iii) Trimble’s ability to successfully integrate Tekla’s products and services and (iv) the risks and uncertainties associated with unexpected expenditures or assumed liabilities that may be incurred as a result of the acquisition and retaining key Tekla personnel and customers. Any failure to achieve predicted results could negatively impact Trimble’s revenues, cash flow from operations, and other financial results. Trimble’s financial results will also depend on a number of other factors, including the risks detailed from time to time in reports filed with the SEC, including its quarterly reports on Form 10-Q and its annual report on Form 10-K. Undue reliance should not be placed on any forward-looking statement contained herein, especially in light of greater uncertainty than normal in the economy in general. These statements reflect Trimble’s position as of the date of this release. Trimble expressly disclaims any undertaking to release publicly any updates or revisions to any statements to reflect any change in Trimble’s expectations or any change of events, conditions, or circumstances on which any such statement is based.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TRIMBLE NAVIGATION LIMITED
a California corporation

Dated: June 20, 2011

By: /s/ James A. Kirkland
James A. Kirkland
Vice President and General Counsel