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VALLEY FORGE SCIENTIFIC CORP

Form 8-K

July 15, 2005

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 (Date of earliest event reported): July 15, 2005

VALLEY FORGE SCIENTIFIC CORP.

(Exact name of registrant as specified in charter)

PENNSYLVANIA

(State or other jurisdiction of incorporation)

001-10382

(Commission File Number)

23-2131580

(IRS Employer Identification Number)

3600 Horizon Drive, King of Prussia, Pennsylvania 19406

(Address of principal executive offices)

(484) 690-9000

(Registrant's telephone number, including area 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:

- 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 1.01 Entry into a Material Definitive Agreement

On July 15, 2005, Valley Forge Scientific Corp. ("Valley Forge"), Synergetics

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Acquisition Corporation, a wholly-owned subsidiary of Valley Forge, and Synergetics, Inc. entered into Amendment No. 2 to Agreement and Plan of Merger ("Amendment No. 2"), amending the original Agreement and Plan of Merger entered into by the parties on May 2, 2005, as amended by Amendment No. 1 to Agreement and Plan of Merger dated June 2, 2005 (the "Merger Agreement"). Under Amendment No. 2 the parties amended the Merger Agreement to include an additional condition precedent to each party's obligation to effect the merger that the Valley Forge stockholders shall have approved a proposal granting the Valley Forge Board of Directors the discretion to effect a reverse stock split at a ratio within a specific range so as to satisfy the minimum bid requirements for initial listing on The Nasdaq SmallCap Market on the trading day following the consummation of the merger. A copy of Amendment No. 2 is set forth in Exhibit 2.1.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

Exhibit Number Description

2.1 Amendment No. 2 to Agreement and Plan of Merger dated July 15, 2005 by and among Valley Forge Scientific Corp., Synergetics Acquisition Corporation and Synergetics, Inc.

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SIGNATURES

Pursuant to the requirement of the Securities Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DATE: July 15, 2005

VALLEY FORGE SCIENTIFIC CORP.

By: /s/ JERRY L. MALIS

Jerry L. Malis, President and
Chief Executive Officer

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