

MICHAEL BAKER CORP  
Form 8-K/A  
August 14, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K/A**

(Amendment No. 1)

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): August 14, 2013 (July 29, 2013)**

**Michael Baker Corporation**

(Exact name of registrant as specified in its charter)

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(State or Other Jurisdiction of

(Commission File Number)

(IRS Employer

Incorporation or Organization)

**100 Airside Drive**

Identification No.)

**Moon Township, Pennsylvania 15108**

(Address of Principal Executive Offices, including Zip Code)

**(412) 269-6300**

(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 (*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 1.01. Entry into a Material Definitive Agreement**

As reported on a Current Report on Form 8-K of Michael Baker Corporation (the **Company**) dated July 30, 2013 (the **Original 8-K**), on July 29, 2013, the Company entered into an Agreement and Plan of Merger (the **Merger Agreement**), by and among the Company, Integrated Mission Solutions, Inc., a Delaware corporation (**Parent**), and a wholly owned subsidiary of Parent (**Merger Sub**), dated as of July 29, 2013. The purpose of this Amendment No. 1 to the Original 8-K (the **Amendment**) is to amend such Original 8-K to correct an error in Section 9.03(d) of the Merger Agreement. Specifically, the reference to **within 15 Business Days of the date hereof** has been corrected in Exhibit 2.1 attached hereto by substitution of the phrase **by August 30, 2013** to conform to the date regarding commencement of the tender offer set forth in Section 1.01(a).

Except as described above, the Amendment does not modify or update the disclosures presented in, or exhibits to, the Original 8-K in any way. Those sections of the Original 8-K that are unaffected by the Amendment are not included herein. The Amendment continues to speak as of the date of the Original 8-K. Furthermore, the Amendment does not reflect events occurring after the filing of the Original 8-K. Accordingly, the Amendment should be read in conjunction with the Original 8-K.

### **Additional Information**

The tender offer for the outstanding common stock of the Company referred to in this document has not yet commenced. This document is neither an offer to purchase nor a solicitation of an offer to sell any securities. The solicitation and the offer to buy shares of the Company Common Stock will be made pursuant to an offer to purchase and related materials that Merger Sub intends to file with the SEC. At the time the tender is commenced, Merger Sub will file a Tender Offer Statement on Schedule TO with the SEC, and thereafter the Company will file a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the tender offer. The Tender Offer Statement (including an Offer to Purchase, a related Letter of Transmittal and other offer documents) and Solicitation/Recommendation will contain important information that should be read carefully and considered before any decision is made with respect to the tender offer. These materials will be sent free of charge to all shareholders of the Company when available. In addition, all of these materials (and all other materials filed by the Company with the SEC) will be available at no charge from the SEC through its website at [www.sec.gov](http://www.sec.gov).

### **Customary Note Regarding Forward-Looking Statements**

This report contains forward-looking statements with respect to the tender offer and related transactions, including the benefits expected from the acquisition and the expected timing of the completion of the transaction. When used in this report, the words **can**, **will**, **intends**, **expects**, **is expected**, **similar expressions** and any other statements that are not historical facts are intended to identify those assertions as forward-looking statements. Such statements are based on a number of assumptions that could ultimately prove inaccurate, and are subject to a number of risk factors, including uncertainties regarding the timing of the closing of the transaction, uncertainties as to how many shareholders of the Company may tender their stock in the tender offer, the possibility that a government entity may prohibit, deny or refuse to grant approval for the consummation of the transaction, and general economic and business conditions. The Company does not assume any obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise. Factors that could cause actual results of the tender offer to differ materially include the following: the risk of failing to obtain any regulatory approvals or satisfy conditions to the transaction, the risk that Parent is unable to obtain adequate financing, the risk that the transaction will not close or that closing will be delayed, the risk that the Company's business will suffer due to uncertainty related to the transaction, the competitive environment in our industry and competitive responses to the transaction, as well as risk factors set forth above. Further information on factors that could affect the Company's financial results is provided in documents filed by the Company with the SEC, including the Company's recent filings on Form 10-K and Forms 10-Q.

**Item 9.01. Financial Statements and Exhibits.**

The following exhibits are filed with this report on Form 8-K:

<b>Exhibit No.</b>	<b>Description</b>
2.1*	Agreement and Plan of Merger, dated as of July 29, 2013, by and among Michael Baker Corporation, Integrated Mission Solutions, LLC, and Project Steel Merger Sub, Inc.

\* Certain schedules and exhibits to this agreement, with the exception of Schedule 3.01, have been omitted in accordance with Item 601(b)(2) of Regulation S-K. A copy of any omitted schedule and/or exhibit will be furnished to the SEC upon request.

SIGNATURE

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

MICHAEL BAKER CORPORATION

By: /s/ H. James McKnight  
H. James McKnight

Office of the Chief Executive,

Executive Vice President, Chief Legal Officer and  
Corporate Secretary

Date: August 14, 2013

**EXHIBIT INDEX**

<b>Number</b>	<b>Description</b>	<b>Method of Filing</b>
2.1*	Agreement and Plan of Merger, dated as of July 29, 2013, by and among Michael Baker Corporation, Integrated Mission Solutions, LLC, and Project Steel Merger Sub, Inc.	Filed herewith.

\* Certain schedules and exhibits to this agreement, with the exception of Schedule 3.01, have been omitted in accordance with Item 601(b)(2) of Regulation S-K. A copy of any omitted schedule and/or exhibit will be furnished to the SEC upon request.