

Edgar Filing: REUNION INDUSTRIES INC - Form 8-K

REUNION INDUSTRIES INC  
Form 8-K  
March 04, 2008

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-1004

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) February 28, 2008  
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REUNION INDUSTRIES, INC.

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(Exact name of registrant as specified in its charter)

DELAWARE

01-15739

06-1439715

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(State of Incorporation)

(Commission File No.)

(IRS Employer ID No.)

11 STANWIX STREET, SUITE 1400  
PITTSBURGH, PENNSYLVANIA 15222

-----  
(Address of principal executive offices, including zip code)

(412) 281-2111

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(Registrant's telephone number, including area code)

NOT APPLICABLE

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(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))

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Item 1.01 - Entry into Material Definitive Agreements

On February 28, 2008, Reunion Industries, Inc. ("Reunion") entered into an Asset Purchase Agreement to sell the business and substantially all of the assets and liabilities of its pressure vessels division to CP Industries Holdings, Inc., an affiliate of Everest Kanto Cylinder Ltd., for cash consideration, subject to adjustment, of \$64.25 million to be paid at closing.

Reunion is currently operating as "debtor-in-possession" under the jurisdiction of the United States Bankruptcy Court for the District of Connecticut, Bridgeport division, and such sale will require Bankruptcy Court approval. The transaction is also subject to higher and better offers being made for the division in the bankruptcy proceeding. The Company anticipates that such Bankruptcy Court approval process will take approximately 4 to 6 weeks.

Reunion's pressure vessels division manufactures and sells large seamless pressure vessels for the containment and transportation of pressurized gasses.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned, hereunto duly authorized.

Date: March 4, 2008  
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REUNION INDUSTRIES, INC.  
(Registrant)

By: /s/ John M. Froehlich  
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John M. Froehlich  
Executive Vice President  
of Finance and Chief  
Financial Officer

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