

TROY GROUP INC
Form DEFA14A
November 03, 2004

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

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

TROY GROUP, INC

(Name of Registrant as Specified In Its Charter)

Not Applicable

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
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On November 3, 2004, TROY Group, Inc. issued the following press release:

FOR IMMEDIATE RELEASE

For More Information Contact:

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**CLASS ACTION LAWSUITS AGAINST TROY
DISMISSED WITH PREJUDICE**

SANTA ANA, Calif. (BUSINESS WIRE) November 3, 2004 TROY Group, Inc. (Nasdaq: TROY) is pleased to announce that the Orange County Superior Court has dismissed the class action lawsuits by Osmium Partners LLC, Ralph Hamer, Tilson Growth Fund, L.P., and Ray Stanley. The dismissal was with prejudice and there was no payment of money to any of these plaintiffs or their counsel. TROY had previously announced that the lawsuit by Roy Liedtkie had been dismissed with prejudice as well. The dismissed actions against TROY and its directors were seeking to enjoin the proposed merger between TROY and Dirk, Inc.

We have always contended that these lawsuits were without merit, and these dismissals are vindication of that, said Patrick J. Dirk, TROY's Chairman.

On May 26, 2004, TROY announced that it had entered into a merger agreement with Dirk Inc., a company controlled by Patrick Dirk, the founder of TROY, and his family members, pursuant to which Mr. Dirk and his family will acquire the outstanding shares of TROY common stock that they do not already own at a price of \$3.06 per share. The merger is subject to approval by TROY stockholders as required under applicable state law, to completion of financing arrangements necessary to accomplish the merger, and to certain other closing conditions.

About TROY Group

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TROY Group, Inc. (TROY) offers a full range of products to its customers in two primary product lines: Secure Payment Systems and Wireless and Connectivity Solutions. Secure Payment Systems include Security Printing Solutions which enable the secure printing and management of checks, and Financial Service Solutions which enable secure electronic payments. Wireless and Connectivity Solutions includes hardware and software solutions that enable enterprises to share intelligent devices, such as printers, either wirelessly or using traditional networks. TROY distributes products to major corporations, banks, key government accounts and distributors worldwide. Visit TROY at www.troygroup.com.

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