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DIXON TICONDEROGA CO
Form 8-K
March 29, 2004

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

March 29, 2004

Date of Report (Date of earliest event reported)

DIXON TICONDEROGA COMPANY

(Exact name of registrant as specified in its charter)

DELAWARE

(State of
Incorporation)

1-8689

(Commission File
Number)

23-0973760

(IRS Employer I.D.
Number)

195 INTERNATIONAL PARKWAY
HEATHROW, FLORIDA 32746

(Address of Principal Executive Offices) (Zip Code)

(407) 829-9000

(Registrant's telephone number, including area code)

Item 5. Other Events.

On March 29, 2004, the Company issued a press release, attached hereto as Exhibit 99-1, addressing the termination of discussions between it and Jarden Corporation with respect to a possible transaction between the companies. Also attached as Exhibits 99-2 through 99-4 are documents terminating related agreements.

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ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

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- (a) Not Applicable.
 - (b) Not Applicable.
 - (c) Exhibits

- 99-1 Press Release dated March 26, 2004
- 99-2 Termination of Exclusivity Agreement
- 99-3 Termination of Option Agreement
- 99-4 Termination of Support Agreements

SIGNATURES

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

DIXON TICONDEROGA COMPANY

Dated: March 29, 2004

By: /s/ Richard A. Asta

Richard A. Asta
Executive Vice President of Finance and
Chief Financial Officer