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STEPHAN CO
Form 8-K
May 26, 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 the earliest event reported)

May 24, 2005

THE STEPHAN CO.
(Exact name of registrant as specified in its charter)

Florida (State or other jurisdiction of incorporation)	1-4436 (Commission File Number)	59-676812 (I.R.S. Employer Identification Number)
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1850 W. McNab Road Fort Lauderdale, Florida (Address of principal executive offices)	33309 (Zip Code)
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(954) 971-0600
(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 7.01. Regulation FD Disclosure.

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On May 24, 2005, the Company issued a press release announcing its inability to meet the May 31, 2005 deadline to hold an annual meeting of stockholders. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

ITEM 8.01 Other Events

As indicated in previous periodic filings with the SEC, the Company was not in compliance with Section 704 of the AMEX Company guide in that it has not held an annual meeting of stockholders since September 1, 2000. In connection with its continuing efforts to schedule an annual meeting of stockholders, the Company continues to work closely with its auditors and the SEC to fully respond to the remaining SEC comments with respect to the valuation of certain long-term inventory; however, the Company will be unable to comply with the May 31, 2005 deadline to hold an annual meeting of stockholders. The Company had previously submitted a timetable to AMEX to bring it into full compliance with AMEX continued listing standards by May 31, 2005. The Company has previously been advised that failure to meet this deadline of May 31, 2005 may cause the Company's common stock to be de-listed.

ITEM 9.01. Financial Statements and Exhibits.

(c) Exhibits:

Exhibit Number	Description
99.1	The Stephan Co. Press Release dated May 24, 2005

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, thereunto duly authorized, in the State of Florida on May 26, 2005.

The Stephan Co.

By:

/s/ David Spiegel

David Spiegel
Chief Financial Officer

2 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 7.01. Regulation FD Disclosure.

On June 3, 2015, Consolidated Communications Holdings, Inc. (the "Company") issued a press release announcing that its wholly owned subsidiary, Consolidated Communications, Inc. intends to offer, subject to market and other conditions, \$300 million aggregate principal amount of 6.50% senior notes due 2022.

The press release announcing the pricing of the senior notes is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in this Current Report on Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise stated in such filing.

Safe Harbor

The Securities and Exchange Commission ("SEC") encourages companies to disclose forward-looking information so that investors can better understand a company's future prospects and make informed investment decisions. Certain statements in this press release are forward-looking statements and are made pursuant to the safe harbor provisions of the Securities Litigation Reform Act of 1995. These forward-looking statements reflect, among other things, our current expectations, plans, strategies, and anticipated financial results. There are a number of risks, uncertainties, and conditions that may cause our actual results to differ materially from those expressed or implied by these forward-looking statements. These risks and uncertainties include various risks to shareholders of not receiving dividends and risks to the Company's ability to pursue growth opportunities if the Company continues to pay dividends according to the current dividend policy; various risks to the price and volatility of the Company's common stock; changes in the valuation of pension plan assets; the substantial amount of debt and the Company's ability to repay or refinance it or incur additional debt in the future; the Company's need for a significant amount of cash to service and repay the debt and to pay dividends on the common stock; restrictions contained in the debt agreements that limit the discretion of management in operating the business; regulatory chawidth: 1">1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)3. Transaction Code (Instr. 8)4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)7. Nature of Indirect Beneficial Ownership (Instr. 4)CodeVAmount(A) or (D)Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units							Common Stock	6,327.14
	(1)				04/01/2019			
			A			(2)		(2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JORDAN WADIIH C/O AGENUS INC. 3 FORBES ROAD LEXINGTON, MA 02421	X			

Signatures

/s/Evan D. Kearns, by
Power-of-Attorney 04/03/2019

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Deferred Stock Units convert to shares of Common Stock on a 1 for 1 basis.

Acquired under the Agenus Inc. Director Deferred Compensation Plan, as amended. Deferred Stock Units represent an equal amount of the Company's common stock to be distributed under the terms of the plan, typically once the director ceases to serve as a director of the Company.

(3) \$3.161 per Deferred Stock Unit acquired on April 1, 2019. The price of each Deferred Stock Unit acquired prior to April 1, 2019 is the average of the closing price for the Company's common stock for all trading days during the calendar quarter immediately preceding the date such Deferred Stock Units were acquired pursuant to the Agenus Inc. Director Deferred Compensation Plan, as amended.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ce is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.