

NAVTEQ CORP
Form 8-K/A
January 09, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K/A

(Amendment No. 2)

CURRENT REPORT

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

Date of Report (Date of Earliest Event Reported): **April 22, 2005**

NAVTEQ CORPORATION

(Exact Name of Registrant as Specified in Charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation)

0-21323
(Commission File Number)

77-0170321
(I.R.S. Employer Identification
Number)

222 Merchandise Mart, Suite 900
Chicago, Illinois 60654
(Address of Principal Executive Offices) (Zip Code)

(312) 894-7000
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 5 Corporate Governance and Management

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

Mr. Wilhelmus Groenhuysen, a member of the Board of Directors of NAVTEQ Corporation (the Company) since September 2003, informed the Company on April 22, 2005 that, contingent upon whether Royal Philips Electronics had sold all of its shares in the Company through the Company's secondary offering of common stock, pursuant to which a registration statement was initially filed on March 28, 2005 with the Securities and Exchange Commission on Form S-3 (Registration No. 333-123628) (the Secondary Offering), he intended to resign from the Company's Board of Directors before the end of the third quarter of the Company's 2005 fiscal year. Mr. Groenhuysen is employed by Philips Electronics North America Corporation, an indirect wholly-owned subsidiary of Royal Philips Electronics.

The Secondary Offering closed on May 10, 2005 and Royal Philips Electronics sold all of its shares in the Company. On October 4, 2005, Mr. Groenhuysen informed the Company that he intended to remain on the Board of Directors of the Company until December 31, 2005 if a successor was not appointed to fill the vacancy that would result from his resignation prior to such date. On January 3, 2006, Mr. Groenhuysen informed the Company that he intends to remain on the Board of Directors of the Company until February 28, 2006 if a successor is not appointed to fill the vacancy that would result from his resignation prior to such date.

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.

NAVTEQ CORPORATION

Date: January 9, 2006

By: /s/ David B. Mullen
David B. Mullen
Executive Vice President and Chief Financial Officer