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NVE CORP /NEW/  
Form 8-K  
October 19, 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 earliest event reported) October 17, 2005  
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NVE Corporation  
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(Exact name of registrant as specified in its charter)

<u>Minnesota</u> ----- (State or other jurisdiction of incorporation)	<u>000-12196</u> ----- (Commission File Number)	<u>41-1424202</u> ----- (IRS Employer Identification No.)
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<u>11409 Valley View Road, Eden Prairie, Minnesota</u> ----- (Address of principal executive offices)	<u>55344</u> ----- (Zip Code)
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Issuer's telephone number, including area code (952) 829-9217  
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(Former name or former address, if changed since last report)  
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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))

Item 1.01 Entry into a Material Definitive Agreement

On October 17, 2005, our Board of Directors voted to terminate the NVE Corporation 2001 Employee Stock Purchase Plan effective January 1, 2006. The plan was approved by our shareholders in 2001 and allowed us to issue up to

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200,000 shares of common stock. Since the plan was implemented, we issued 7,009; 12,566; 8,917; and 2,839 shares of common stock under the plan for fiscal years 2005, 2004, 2003, and 2002, respectively. The termination was in anticipation of the impact of Financial Accounting Standards Board Statement of Financial Accounting Standards ("SFAS") No. 123(R), which we believe would have required recognizing expenses associated with the issuance of shares under the Plan. Public entities that do not file as small business issuers will be required to apply SFAS No. 123(R) as of the first annual reporting period beginning after June 15, 2005. The termination of the Plan will not affect participants' options to purchase shares under the Plan on December 31, 2005.

-2-

SIGNATURE

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.

NVE CORPORATION  
(Registrant)

Date October 19, 2005

/s/ Daniel A. Baker

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By: Daniel A. Baker  
President and Chief Executive Officer

-3-