

Edgar Filing: II-VI INC - Form 8-K

II-VI INC  
Form 8-K  
November 12, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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) November 8, 2004  
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II-VI Incorporated  
-----

(Exact Name of Registrant as Specified in Its Charter)

Pennsylvania  
-----

(State or Other Jurisdiction of Incorporation)

0-16195  
-----

(Commission File Number)

25-1214948  
-----

(IRS Employer Identification No.)

375 Saxonburg Boulevard, Saxonburg, Pennsylvania 16056  
-----

(Address of Principal Executive Offices)

(Zip Code)

(724) 352-4455  
-----

(Registrant's Telephone Number, Including Area Code)

Not Applicable  
-----

(Former Name or Former Address, if Changed Since Last Report)

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))

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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Changes  
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in Fiscal Year.  
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On November 8, 2004, II-VI Incorporated (the "Company") amended its Articles of Incorporation to increase the authorized number of shares of common stock to 100,000,000 shares from 30,000,000 shares. The amendment was approved by a vote of the shareholders at the Company's Annual Meeting of Shareholders held November 5, 2004. The full text of the Company's Amended and Restated Articles of Incorporation is filed as Exhibit 3.1 to this Current Report on Form 8-K.

Item 8.01 Other Events.  
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On November 8, 2004, the Company issued a press release entitled, "II-VI Incorporated Announces Shareholders' Meeting Results and Committees of the Board of Directors."

The full text of the Company's press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.  
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(c) The following exhibits are being filed pursuant to Item 601 of Regulation S-K and General Instruction B to this Form:

- 3.1 Amended and Restated Articles of Incorporation of  
II-VI Incorporated
- 99.1 Press Release

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of

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1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

II-VI INCORPORATED  
(Registrant)

Date: November 10, 2004

By: /s/ Carl J. Johnson  
Carl J. Johnson  
Chairman and Chief Executive Officer

Date: November 10, 2004

By: /s/ Craig A. Creaturo  
Craig A. Creaturo  
Chief Financial Officer and Treasurer

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### EXHIBIT INDEX

Exhibit No. -----	Description -----
3.1	Amended and Restated Articles of Incorporation of II-VI Incorporated

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99.1

Press Release