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BE SEMICONDUCTOR INDUSTRIES NV
Form 6-K
March 22, 2005

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 or 15d-16

OF THE SECURITIES EXCHANGE ACT OF 1934

For the Month of: January 2005

Commission File Number: 0-27298

BE SEMICONDUCTOR INDUSTRIES N.V.
(Exact name of registrant as specified in its charter)

Marconilaan 4
5151 DR Drunen
The Netherlands
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports
under cover Form 20-F or Form 40-F

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in
paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in
paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in
this Form, the registrant is also thereby furnishing the information to the
Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.
Yes No

If "Yes" is marked, indicate below the file number assigned to the
registrant in connection with Rule 12g3-2(b): 82-_____

On January 28, 2005, BE Semiconductor Industries N.V. (the "Company")
issued and sold (euro)46.0 million aggregate principal amount of the Company's
5.5% convertible notes due 2012 (the "Notes").

The Notes bear interest at a rate of 5.5% per annum payable semi-annually,
with the first payment being made on July 28, 2005. The Notes, with an initial
conversion price of (euro)5.125, mature on January 28, 2012 at a price equal to
100% of the principal amount. If the Notes are not converted prior to January
28, 2009, and the price of the Company's ordinary shares exceeds 130% of the
then effective conversion price, the Company may redeem the outstanding Notes.

A copy of the prospectus (the "Prospectus") pursuant to which the Notes
were offered was delivered to all of the purchasers of the Notes prior to the
sale thereof. The Prospectus is attached hereto as Exhibit 10.1. The foregoing
description of the Notes does not purport to be complete and is qualified in its

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entirety by reference to the Prospectus.

On January 12, 2005, the Company issued a press release announcing the final terms pursuant to which the Notes would be issued. A copy of such press release is attached hereto as Exhibit 99.1. On January 13, 2005, the Company issued a press release announcing that Morgan Stanley & Co. International Limited had exercised the option granted by the Company to acquire Euro 6.0 million in principal amount of additional Notes, thereby increasing the aggregate principal amount of Notes sold by the Company from Euro 40.0 million to Euro 46.0 million. A copy of such press release is attached hereto as Exhibit 99.2.

On January 5, 2005, the Company issued a press release announcing that it had completed its acquisition of Datacon Technology AG. A copy of such press release is attached hereto as Exhibit 99.3.

Exhibits

- 10.1 Prospectus in connection with the issuance and sale of the Notes
- 99.1 Press release issued on January 12, 2005
- 99.2 Press release issued January 13, 2005
- 99.3 Press release issued on January 5, 2005

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.

BE SEMICONDUCTOR INDUSTRIES N.V.

/s/ Richard W. Blickman

By: _____

Name: Richard W. Blickman

Title: President and Chief Executive Officer

March 18, 2005

Date: _____