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ENERGIZER HOLDINGS INC
Form 8-K/A
May 30, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDED
FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of

THE SECURITIES EXCHANGE ACT OF 1934

Date of Original Report: April 4, 2003

Date of Amendment: May 30, 2003

ENERGIZER HOLDINGS, INC.

(Exact name of Registrant as specified in its charter)

MISSOURI

1-15401

No. 43-1863181

(State or Other
Jurisdiction of
Incorporation)

(Commission File Number)

(IRS Employer
Identification Number)

533 MARYVILLE UNIVERSITY DRIVE, ST. LOUIS, MO

63141

(Address of Principal Executive Offices)

(Zip Code)

(314) 985-2000

(Registrant's telephone number, including area code)

Item 2. Acquisition or Disposition of Assets.

On March 28, 2003, the registrant and its affiliated subsidiaries completed the acquisition of the worldwide Schick Wilkinson-Sword business (the "SWS Business") of Pfizer, Inc. The SWS Business is engaged in the business of researching, developing, manufacturing, marketing, distributing and selling men's and women's shaving products and systems, as well as manicure, toiletry and sword products. The assets acquired included the capital stock of approximately 10 Pfizer subsidiaries engaged in the SWS Business, as well as manufacturing and other operating assets of the SWS Business in approximately 30 other countries worldwide, for an aggregate purchase price of Nine Hundred and Thirty Million Dollars (\$930,000,000), subject to adjustment to reflect working capital of the SWS Business as of closing. Following the acquisition, registrant intends to continue the operation of the SWS Business. Registrant obtained the funds for the acquisition through a combination of borrowings or receipts under (i) a 364-Day Bridge Term Loan Credit Agreement, (ii) a 5-Year

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Revolving Credit Agreement, (iii) a 364-Day Credit Agreement, and (iv) an Asset Securitization Receivable Purchase Agreement, as well as through cash on hand.

Item 7. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired

AUDITED ANNUAL COMBINED FINANCIAL STATEMENTS OF SCHICK-WILKINSON SWORD:

Independent Auditors' Report

Combined Balance Sheets as of December 31, 2002 and 2001

Combined Statements of Income for the years ended
December 31, 2002, 2001 and 2000

Combined Statements of Business Unit Equity for the years ended
December 31, 2002, 2001 and 2000

Combined Statements of Cash Flows for the years ended
December 31, 2002, 2001 and 2000

Notes to Combined Financial Statements

INDEPENDENT AUDITORS' REPORT

The Board of Directors
Pfizer Inc:

We have audited the accompanying combined balance sheets of Schick (a business unit of Pfizer Inc) as of December 31, 2002 and 2001, and the related combined statements of income, business unit equity, and cash flows for each of the years in the three-year period ended December 31, 2002. These combined financial statements are the responsibility of Pfizer Inc.'s management. Our responsibility is to express an opinion on these combined financial statements based on our audit.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Schick (a business unit of Pfizer Inc) as of December 31, 2002 and 2001, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2002 in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 2 to the combined financial statements, effective January 1, 2002, Schick (a business unit of Pfizer Inc) adopted the provisions of Statement of Financial Accounting Standards (SFAS) 142, Goodwill and Other Intangible Assets.

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/s/ KPMG LLP

New York, New York
May 9, 2003

SCHICK-WILKINSON SWORD
(A BUSINESS UNIT OF PFIZER INC)
COMBINED BALANCE SHEETS
(DOLLARS IN THOUSANDS)

| | December 31, | |
|---|--------------|-----------|
| | 2002 | 2001 |
| | ---- | ---- |
| ASSETS | | |
| Current assets: | | |
| Cash | \$ 1,493 | \$ 8,733 |
| Accounts receivable, less allowance for doubtful accounts: 2002- \$1,708; 2001 - \$3,059 | 169,613 | 150,254 |
| Inventories | 98,024 | 84,851 |
| Deferred income taxes | 12,328 | 11,745 |
| Prepaid expenses and other current assets | 16,912 | 11,467 |
| | ----- | ----- |
| Total current assets | 298,370 | 267,050 |
| Property, plant and equipment, net | 210,954 | 186,293 |
| Goodwill | 47,957 | 43,744 |
| Other intangible assets, net | 41,806 | 38,620 |
| Deferred income taxes | 7,938 | 2,382 |
| Other noncurrent assets | 4,219 | 3,343 |
| | ----- | ----- |
| Total assets | \$611,244 | \$541,432 |
| | ===== | ===== |
| LIABILITIES AND BUSINESS UNIT EQUITY | | |
| Current liabilities: | | |
| Accounts payable | \$ 47,191 | \$ 38,069 |
| Income taxes payable | 35,819 | 32,079 |
| Deferred income taxes | 2,017 | -- |
| Accrued compensation and related items | 12,759 | 9,831 |
| Other current liabilities | 68,087 | 66,941 |
| | ----- | ----- |
| Total current liabilities | 165,873 | 146,920 |
| Deferred income taxes | 24,476 | 20,471 |
| Other noncurrent liabilities | 46,163 | 27,419 |
| | ----- | ----- |
| Total liabilities | 236,512 | 194,810 |
| | ----- | ----- |
| Business unit equity | 423,662 | 397,255 |
| Accumulated other comprehensive expense | (48,930) | (50,633) |
| | ----- | ----- |
| Total business unit equity | 374,732 | 346,622 |

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| | | |
|---|-----------|-----------|
| | ----- | ----- |
| Total liabilities and business unit equity. . | \$611,244 | \$541,432 |
| | ===== | ===== |

See accompanying notes to combined financial statements.

SCHICK-WILKINSON SWORD
(A BUSINESS UNIT OF PFIZER INC)
COMBINED STATEMENTS OF INCOME
(DOLLARS IN THOUSANDS)

| | Years ended December 31, | | |
|---|--------------------------|--------------------|--------------------|
| | 2002 | 2001 | 2000 |
| | ---- | ---- | ---- |
| Net sales | \$651,666 | \$624,758 | \$678,341 |
| Cost of sales | 269,689 | 252,124 | 266,389 |
| Gross Profit. | ----- 381,977 | ----- 372,634 | ----- 411,952 |
| Costs and expenses: | | | |
| Marketing and distribution expenses. . . | 244,634 | 242,723 | 263,319 |
| Research and development expenses. . . . | 27,100 | 25,814 | 20,166 |
| General and administrative expenses. . . | 35,502 | 30,914 | 30,696 |
| Corporate overhead costs | 11,021 | 5,360 | 7,189 |
| Merger-related costs | 1,496 | 7,956 | 1,653 |
| Other (income) / deductions --net. . . . | 675 | (1,898) | (1,367) |
| Income before provision for taxes on income | ----- 61,549 | ----- 61,765 | ----- 90,296 |
| Provision for taxes on income | 23,269 | 23,050 | 33,684 |
| Net income. | ----- \$ 38,280 | ----- \$ 38,715 | ----- \$ 56,612 |

See accompanying notes to combined financial statements.

SCHICK-WILKINSON SWORD
(A BUSINESS UNIT OF PFIZER INC)
COMBINED STATEMENTS OF BUSINESS UNIT EQUITY
(DOLLARS IN THOUSANDS)

| Business Unit | Accumulated Other Comprehensive | Total |
|---------------|---------------------------------------|-------|
| Equity | Inc/ (Exp) | |

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| | | | |
|---|-----------|-------------|-----------|
| | ----- | ----- | ----- |
| Balance January 1, 2000. | \$411,800 | \$ (13,613) | \$398,187 |
| | | | ----- |
| Comprehensive income: | | | |
| Net income. | 56,612 | | 56,612 |
| Other comprehensive inc / (exp) - net of tax: | | | |
| currency translation adjustment | | (22,871) | (22,871) |
| | | | ----- |
| Total comprehensive income | | | 33,741 |
| Other activity with Pfizer | (48,882) | | (48,882) |
| | ----- | ----- | ----- |
| Balance December 31, 2000. | 419,530 | (36,484) | 383,046 |
| | | | ----- |
| Comprehensive income: | | | |
| Net income. | 38,715 | | 38,715 |
| Other comprehensive inc / (exp) - net of tax: | | | |
| minimum pension liability | | (13,254) | (13,254) |
| currency translation adjustment | | (895) | (895) |
| | | | ----- |
| Total comprehensive income | | | 24,566 |
| Cash dividends paid to Pfizer. | (19,000) | | (19,000) |
| Other activity with Pfizer | (41,990) | | (41,990) |
| | ----- | ----- | ----- |
| Balance December 31, 2001. | 397,255 | (50,633) | 346,622 |
| | | | ----- |
| Comprehensive income: | | | |
| Net income. | 38,280 | | 38,280 |
| Other comprehensive inc / (exp) - net of tax: | | | |
| minimum pension liability | | (12,692) | (12,692) |
| currency translation adjustment | | 14,395 | 14,395 |
| | | | ----- |
| Total comprehensive income | | | 39,983 |
| Cash dividends paid to Pfizer. | (24,986) | | (24,986) |
| Other activity with Pfizer | 13,113 | | 13,113 |
| | ----- | ----- | ----- |
| Balance December 31, 2002. | \$423,662 | \$ (48,930) | \$374,732 |
| | ===== | ===== | ===== |