

Edgar Filing: GLOBAL SIGNAL INC - Form 8-K

GLOBAL SIGNAL INC
Form 8-K
November 18, 2004

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) November 12, 2004

GLOBAL SIGNAL INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of incorporation or organization)

Commission File Number 001-32168

65-0652634
(I.R.S. Employer Identification No.)

301 North Cattlemen Road
Suite 300
Sarasota, Florida
(Address of principal executive offices)

34232
(Zip Code)

(941) 364-8886
(Registrant's telephone number)

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))

ITEM 2.01. COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS

On November 12, 2004, Global Signal Inc. (the "Company"), through its

Edgar Filing: GLOBAL SIGNAL INC - Form 8-K

wholly-owned subsidiary, Pinnacle Towers Acquisition LLC, completed the acquisition of all outstanding membership interests of VSS-GoldenState, LLC ("GoldenState") for an aggregate purchase price of \$64.9 million, including estimated fees and expenses, pursuant to the previously disclosed purchase agreement. The acquisition includes 207 wireless communications towers that are located primarily in California, Oregon, Idaho, Washington and Arizona. No prior material relationship existed between GoldenState and the Company, any of the Company's affiliates, directors or officers, or any associate of any such director or officer.

The foregoing description of the transaction does not purport to be a complete description of all of the material terms of the transaction and is qualified in its entirety by reference to the documents that are referenced in this report.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

- 2.1 Purchase and Sale Agreement by and among VSS-GoldenState, LLC, GoldenState Towers, LLC, and Pinnacle Towers Acquisition LLC and for the limited purposes set forth therein VS&A Communications Partners III, L.P., dated September 29, 2004 (incorporated by reference to Exhibit 2.3 of the Company's Form 10-Q (No. 001-32168) filed on November 9, 2004).*

* Certain information omitted pursuant to a request for confidential treatment filed separately with the Securities and Exchange Commission.

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.

GLOBAL SIGNAL INC.
(Registrant)

/s/ Ronald G. Bizick, II

Ronald G. Bizick, II
Executive Vice President
of Corporate Development
and Operations

Date: November 18, 2004

EXHIBIT INDEX

Exhibit Number	Exhibit
-----	-----

- | | |
|-----|---|
| 2.1 | Purchase and Sale Agreement by and among VSS-GoldenState, LLC, GoldenState Towers, LLC, and Pinnacle Towers Acquisition LLC and for the limited purposes set forth therein VS&A Communications Partners |
|-----|---|

Edgar Filing: GLOBAL SIGNAL INC - Form 8-K

III, L.P., dated September 29, 2004 (incorporated by reference to Exhibit 2.3 of the Company's Form 10-Q (No. 001-32168) filed on November 9, 2004).*

- * Certain information omitted pursuant to a request for confidential treatment filed separately with the Securities and Exchange Commission.