

Edgar Filing: VALLEY FORGE SCIENTIFIC CORP - Form 8-K

VALLEY FORGE SCIENTIFIC CORP  
Form 8-K  
July 15, 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): July 15, 2005

VALLEY FORGE SCIENTIFIC CORP.

-----  
(Exact name of registrant as specified in charter)

PENNSYLVANIA

-----  
(State or other jurisdiction of incorporation)

001-10382

-----  
(Commission File Number)

23-2131580

-----  
(IRS Employer Identification Number)

3600 Horizon Drive, King of Prussia, Pennsylvania 19406

-----  
(Address of principal executive offices)

(484) 690-9000

-----  
(Registrant's telephone number, including area code)

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:

- 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 July 15, 2005, Valley Forge Scientific Corp. ("Valley Forge"), Synergetics

Edgar Filing: VALLEY FORGE SCIENTIFIC CORP - Form 8-K

Acquisition Corporation, a wholly-owned subsidiary of Valley Forge, and Synergetics, Inc. entered into Amendment No. 2 to Agreement and Plan of Merger ("Amendment No. 2"), amending the original Agreement and Plan of Merger entered into by the parties on May 2, 2005, as amended by Amendment No. 1 to Agreement and Plan of Merger dated June 2, 2005 (the "Merger Agreement"). Under Amendment No. 2 the parties amended the Merger Agreement to include an additional condition precedent to each party's obligation to effect the merger that the Valley Forge stockholders shall have approved a proposal granting the Valley Forge Board of Directors the discretion to effect a reverse stock split at a ratio within a specific range so as to satisfy the minimum bid requirements for initial listing on The Nasdaq SmallCap Market on the trading day following the consummation of the merger. A copy of Amendment No. 2 is set forth in Exhibit 2.1.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

Exhibit Number	Description
-----	-----
2.1	Amendment No. 2 to Agreement and Plan of Merger dated July 15, 2005 by and among Valley Forge Scientific Corp., Synergetics Acquisition Corporation and Synergetics, Inc.

2

SIGNATURES

-----

Pursuant to the requirement of the Securities Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DATE: July 15, 2005

VALLEY FORGE SCIENTIFIC CORP.

By: /s/ JERRY L. MALIS

-----  
Jerry L. Malis, President and  
Chief Executive Officer

S3