

WHITE ELECTRONIC DESIGNS CORP
Form SC 13D
April 08, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

Under the Securities Exchange Act of 1934

White Electronic Designs Corporation

(Name of Issuer)

COMMON STOCK, STATED VALUE \$0.10 PER SHARE

(Title of Class of Securities)

963801105

(CUSIP Number)

David Goren, Esq.

Microsemi Corporation

2381 Morse Avenue

Irvine, CA 92614

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(949) 221-7100

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

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March 29, 2010

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 963801105

1. NAME OF REPORTING PERSON

Microsemi Corporation

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (See Instructions)

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY 0

OWNED BY 8. SHARED VOTING POWER

EACH

REPORTING 5,691,035(1)
9. SOLE DISPOSITIVE POWER

PERSON

WITH

0
10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,691,035

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.1%(2)

14. TYPE OF REPORTING PERSON

CO

- (1) Beneficial ownership of the common stock of White Electronic Designs Corporation (Issuer) referred to herein is being reported hereunder solely because Microsemi Corporation (Microsemi) and Rabbit Acquisition Corp. (Purchaser) may be deemed to have beneficial ownership as a result of the Support Agreement (described further in Items 3 and 4 of this Schedule 13D) by and among Microsemi, Purchaser and certain shareholders of Issuer and the irrevocable proxies associated therewith, of 5,691,035 shares of Issuer common stock. The filing of this Schedule 13D shall not be construed as an admission that either Microsemi or Purchaser is, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, the beneficial owner of any of such shares of Issuer.
- (2) Based on 23,638,277 shares of common stock outstanding as of March 26, 2010 (as represented in the Merger Agreement discussed in Items 3 and 4 of this Schedule).

SCHEDULE 13D

CUSIP No. 963801105

1. NAME OF REPORTING PERSON

Rabbit Acquisition Corp.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (See Instructions)

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Indiana

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY 0

OWNED BY 8. SHARED VOTING POWER

EACH

REPORTING 5,691,035(1)
9. SOLE DISPOSITIVE POWER

PERSON

WITH

0
10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,691,035

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.1%(2)

14. TYPE OF REPORTING PERSON

CO

SCHEDULE 13D

Item 1. Security and Issuer

The class of equity securities to which this Schedule 13D relates is the common stock, stated value \$0.10 per share (Shares), of White Electronic Designs Corporation, an Indiana corporation (Issuer). The principal executive office of Issuer is located at 3601 E. University Drive, Phoenix, Arizona 85034.

Item 2. Identity and Background

This Schedule 13D is being filed pursuant to Rule 13d-1 under the Securities Exchange Act of 1934, as amended (the Exchange Act), by Microsemi Corporation, a Delaware corporation (Microsemi), and Rabbit Acquisition Corp., an Indiana corporation and wholly owned subsidiary of Microsemi (Purchaser, and together with Microsemi, the Reporting Persons). The address of the principal business and the principal office of the Reporting Persons is 2381 Morse Avenue, Irvine, California 92614. Microsemi is a leading designer, manufacturer and marketer of high performance analog and mixed-signal integrated circuits and high-reliability semiconductors. Purchaser was formed for the sole purpose of merging with and into Issuer.

The name, business address, present principal occupation or employment and citizenship of each director and executive officer (including a director and officer who may be a controlling person) of Microsemi is set forth on Schedule A. During the last five years, neither Microsemi, Purchaser nor, to the knowledge of Microsemi or Purchaser, any of the persons listed on Schedule A, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds

On March 29, 2010, Issuer, Microsemi and Purchaser entered into an Agreement and Plan of Merger (the Merger Agreement) pursuant to which Purchaser agreed to commence a tender offer (the Offer) to acquire all of the outstanding Shares at a purchase price of \$7.00 per Share, net to the tendering shareholder in cash, without interest and less any required withholding taxes, subject to the satisfaction or waiver of the conditions to the Offer set forth in the Merger Agreement. Upon successful completion of the Offer, and subject to the terms and conditions of the Merger Agreement, Purchaser will merge with and into Issuer (the Merger), and Issuer will survive the Merger as a wholly-owned subsidiary of Microsemi (the Surviving Corporation).

Concurrently with the execution and delivery of the Merger Agreement, and as a condition and inducement to Microsemi s willingness to enter into the Merger Agreement, Microsemi and Purchaser entered into a Support Agreement (the Support Agreement) dated as of the date of the Merger Agreement with the following persons (each a Shareholder):

Gerald R. Dinkel

Jack A. Henry

Brian R. Kahn

Melvin L. Keating

Kenneth J. Krieg

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Paul D. Quadros

Thomas J. Toy

The purpose of the Support Agreement is to facilitate the consummation of the transactions contemplated by the Merger Agreement. None of the Shareholders were paid any additional consideration in connection with entering into the Support Agreement.

Pursuant to the Support Agreement, each of the Shareholders, among other things, (i) agreed to vote (a) in favor of the Merger, if applicable, (b) against any proposal or transaction which could prevent or delay the Offer or the Merger and (c) in favor of any

other matter necessary for consummation of the transactions contemplated by the Merger Agreement; (ii) granted a proxy appointing each executive officer of Purchaser as such Shareholder's attorney-in-fact and proxy to vote with respect to the Merger and related matters; and (iii) agreed, subject to certain exceptions, not to transfer their Shares that are subject to the Support Agreement. Other than with respect to the matters described in, and subject to the limitations set forth in, the Support Agreement, Microsemi and Purchaser do not have the right to vote or direct the vote, or to dispose or to direct the disposition of, any of the Shares subject thereto.

The Support Agreement will terminate automatically, without any notice or other action by any person, upon the earlier of (i) the termination of the Merger Agreement in accordance with its terms and (ii) the effective time of the Merger.

The foregoing descriptions of the Merger Agreement and the Support Agreement do not purport to be complete and are qualified in their entirety by reference to the copies of the Merger Agreement and the Support Agreement included as Exhibits 1 and 2, respectively, to this Schedule 13D, each of which is incorporated by reference in its entirety where such references appear.

Item 4. Purpose of the Transaction

(a) - (b) As described in Item 3 above, this Schedule 13D relates to the Support Agreement, the purpose of which is to assist Microsemi and Purchaser in consummating the transactions contemplated by the Merger Agreement.

(c) Not applicable.

(d) Upon completion of the Offer, Purchaser has the right to designate a number of directors on Issuer's board of directors (and each committee of Issuer's board of directors and the boards of directors of its subsidiaries) that will give Purchaser representation on such boards of directors and committees proportional to the number of Shares purchased by Purchaser as compared to the number of Shares outstanding, subject to the requirement that a minimum of two independent directors are maintained on the Issuer's board of directors. The Issuer has agreed to either increase the size of its board of directors or take all actions reasonably necessary to seek and accept the resignations of incumbent directors to provide Purchaser with this level of representation, and to cause the designees of Purchaser to be elected.

Upon consummation of the Merger, the directors of Purchaser immediately prior to the effective time of the Merger will be the directors of the Surviving Corporation, each to hold office in accordance with the articles of incorporation and bylaws of the Surviving Corporation. The directors of Purchaser were appointed by Microsemi and are identified in Item 2 above. The officers of Issuer immediately prior to the effective time of the Merger will be the officers of the Surviving Corporation, until their respective successors are duly elected or appointed and qualified or until their earlier death, resignation or removal.

(e) Other than as a result of the Merger, not applicable.

(f) Not applicable.

(g) Upon consummation of the Merger, the articles of incorporation of Issuer will be amended to conform to the articles of incorporation of Purchaser as in effect immediately prior to the effective time of the Merger, until thereafter amended as provided by law and such articles of incorporation, except that such articles of incorporation shall contain such provisions as are necessary to give full effect to the exculpation and indemnification provided for in the Merger Agreement and Article I of the articles of incorporation of the Surviving Corporation shall read as follows: The name of the corporation is White Electronic Designs Corporation.

Unless otherwise determined by Microsemi prior to the effective time of the Merger, the bylaws of the Surviving Corporation will be amended and restated to conform to the bylaws of Purchaser as in effect immediately prior to the effective time of the Merger, until thereafter amended as provided by law, the articles of incorporation of the Surviving Corporation and such bylaws.

(h) - (i) Following the Merger, the Shares will no longer be traded on the Nasdaq Stock Market LLC, there will be no public market for the Shares and registration of the Shares under the Exchange Act will be terminated.

(j) Other than as described above, the Reporting Persons have no plans or proposals that relate to or would result in any of the transactions described in subparagraphs (a) through (i) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer

(a) - (b) As a result of the Support Agreement, the Reporting Persons may be deemed to have shared voting power with respect to 5,691,035 Shares, subject to the conditions and limitations of the Support Agreement, and thus, for the purpose of Rule 13d-3 promulgated under the Exchange Act, the Reporting Persons may be deemed to be the beneficial owners of an aggregate of 5,691,035 Shares. All Shares that may be deemed to be beneficially owned by the Reporting Persons constitute approximately 24.1% of the issued and outstanding Shares as of March 26, 2010 (as represented by Issuer in the Merger Agreement).

Other than those Shares that may be deemed to be beneficially owned in connection with the Support Agreement, neither Microsemi nor Purchaser has acquired or, for the purposes of Rule 13d-4 promulgated under the Exchange Act, beneficially owns any Shares.

The Reporting Persons (i) are not entitled to any rights as a shareholder of Issuer as to the Shares covered by the Support Agreement, except as otherwise expressly provided in the Support Agreement, and (ii) disclaim all beneficial ownership of such Shares.

Except as set forth in this Item 5, none of Microsemi, Purchaser or, to the knowledge of the Reporting Persons, any persons named in Schedule A beneficially owns any Shares.

(c) Except for the agreements described above, none of Microsemi, Purchaser or, to the knowledge of the Reporting Persons, any persons named in Schedule A has effected any transaction in securities of Issuer reported herein during the past 60 days.

(d) To the knowledge of the Reporting Persons, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities of Issuer reported herein.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Except for the agreements described above, to the knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise) with respect to any securities of Issuer, which would be required to be reported under this Item.

Item 7. Material to be Filed as Exhibits

Exhibit 1 Agreement and Plan of Merger dated March 29, 2010 by and among Microsemi Corporation, Rabbit Acquisition Corp. and White Electronic Designs Corporation (incorporated herein by reference to Exhibit 2.1 of the Current Report on Form 8-K filed by Microsemi Corporation on March 30, 2010).

Exhibit 2 Support Agreement dated March 29, 2010 by and among Microsemi Corporation, Rabbit Acquisition Corp. and certain shareholders of White Electronic Designs Corporation listed on Annex I thereto (incorporated herein by reference to Exhibit 10.1 of the Current Report on Form 8-K filed by Microsemi Corporation on March 30, 2010).

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 13D is true, complete and correct.

Date: April 8, 2010

MICROSEMI CORPORATION

By: /s/ JOHN W. HOENER
Name: **John W. Hohener**
Title: **Executive Vice President, Chief Financial Officer,**

Secretary and Treasurer

RABBIT ACQUISITION CORP.

By: /s/ JOHN W. HOENER
Name: **John W. Hohener**
Title: **Chief Financial Officer**

SCHEDULE A**DIRECTORS AND EXECUTIVE OFFICERS OF MICROSEMI**

Directors and Executive Officers of Microsemi. The name, business address, title, present principal occupation or employment of each of the directors and executive officers of Microsemi are set forth below. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to Microsemi. The current business address of each person is at 2381 Morse Avenue, Irvine, California 92614. The telephone number of each person is (949) 221-7100. Unless otherwise indicated, each such person is a citizen of the United States of America.

DIRECTORS

Name and Address	Present Principal Occupation or Employment
<i>James J. Peterson</i>	President and Chief Executive Officer
<i>Dennis R. Leibel</i>	Chairman of the Board; Retired financial and legal executive, private investor and consultant
<i>Thomas R. Anderson</i>	Retired executive and private investor
<i>William E. Bendush</i>	Retired executive and private investor
<i>William L. Healey</i>	Consultant and private investor
<i>Paul F. Folino</i>	Executive Chairman of the Board of Emulex Corporation, an information technology products manufacturer based in Costa Mesa, California
<i>Matthew E. Massengill</i>	Former Chairman of the Board of Western Digital Corporation, a computer storage technology provider based in Lake Forest, California

OFFICERS

Name and Address	Present Principal Occupation or Employment
<i>James J. Peterson</i>	President and Chief Executive Officer
<i>John W. Hohener</i>	Executive Vice President, Chief Financial Officer, Secretary and Treasurer
<i>Ralph Brandt*</i>	Executive Vice President, Chief Operating Officer
<i>John M. Holtrust</i>	Senior Vice President of Human Resources
<i>Steven G. Litchfield</i>	Executive Vice President, Chief Strategy Officer

* Mr. Brandt is a citizen of Denmark.

DIRECTORS AND EXECUTIVE OFFICERS OF PURCHASER

Directors and Executive Officers of Purchaser. The name, business address, title, present principal occupation or employment of each of the directors and executive officers of Purchaser are set forth below. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to Purchaser. The current business address of each person is at 2381 Morse Avenue, Irvine, California 92614. The telephone number of each person is (949) 221-7100. Each such person is a citizen of the United States of America.

Name and Address

James J. Peterson

John W. Hohener

Present Principal Occupation or Employment

Director, President and Chief Executive Officer; President and Chief Executive Officer of Microsemi

Director and Chief Financial Officer; Executive Vice President, Chief Financial Officer, Secretary and Treasurer of Microsemi