

Edgar Filing: INFINITE GROUP INC - Form 8-K

INFINITE GROUP INC  
Form 8-K  
March 15, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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): March 15, 2002  
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INFINITE GROUP, INC.

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(Exact name of Registrant as specified in its charter)

DELAWARE	0-21816	52-1490422
----- (State or other jurisdiction of incorporation)	----- (Commission File Number)	----- (IRS Employer Identification No.)
2364 Post Road, Warwick, RI		02886
----- (Address of principal executive office)		----- (Zip Code)

(401) 738-5777  
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Registrant's telephone number, including area code

N/A  
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(Former name or former address, if changed since last report)

Item 5. Other Events.

On March 15, 2002 the Registrant issued the following press release:

"Infinite Group, Inc. Reports Preliminary Unaudited Results for 2001 Year End

WARWICK, RI March 15, 2001 - Infinite Group, Inc. (NASDAQ: IMCI) today announced preliminary unaudited results for the year ended December 31, 2001. Revenues for the year ended December 31, 2001 were \$8,507,648 compared with revenues of \$6,627,570 for the year ended December 31, 2000. The revenues for both periods give effect to the disposition of the Plastics Group business segment, which is reported as discontinued operations. Accordingly, related revenues are excluded. The loss from continuing operations for the year ended December 31, 2001 was \$1,788,459, or a loss of \$0.43 per share, compared with a net loss from continuing operations of \$1,710,582, or \$0.59 per share, for the year ended December 31, 2000. The loss from discontinued operations was \$944,055 for the year ended December 31, 2001, or \$0.23 per share, compared with a loss from discontinued operations of \$383,665 for the year ended December 31, 2000, or \$0.13 per share. Additionally, an extraordinary loss of \$273,813, or \$0.07 per share was incurred from an early extinguishment of debt, resulting in a net loss for the year ended December 31, 2001 of \$3,006,327, or \$0.73 per share compared

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with a net loss of \$2,094,247, or \$0.72 per share for the year ended December 31, 2000. These preliminary results are subject to adjustment in connection with the Company's year-end audit.

The results for 2001 were adversely impacted by the loss from discontinued operations resulting from the disposition of the Plastics Group business segment. The Company closed its Osley & Whitney, Inc. (O&W) subsidiary on November 30, 2001 and in December 2001 decided to sell its Express Pattern, Inc. division, which was consummated on March 13, 2002; both in furtherance of that divestiture plan. Currently, only the O&W real estate and a related mortgage loan are being held for sale.

"We are continuing to make significant investments in our Infinite Photonics, Inc. subsidiary to market and commercialize our proprietary grating coupled surface emitting diode technology in response to customer interest and demand", stated Clifford G. Brockmyre, President and Chief Executive Officer of Infinite. "We began work on a \$12.1 million DARPA contract and are equipping and staffing our Orlando laser diode facilities. Additionally, our Laser Fare subsidiary maintains its long-standing and well-respected presence in contract laser material processing for industrial leaders in jet engine, aerospace, gas turbine and medical device manufacturing. We look forward to an exciting and successful 2002 in our ongoing pursuit to enhance Infinite's shareholder value," added Brockmyre.

Infinite Photonics, Inc. develops and markets laser diodes based on its proprietary, patented and patent pending IP GCSELTm technology platform. IP GCSELTm product applications include high power pump lasers used for EDFA and Raman amplification, tunable lasers used in optical transmitters and receivers for telecommunications, material processing and medical applications.

Infinite Group, Inc. has over 20 years experience in the areas of laser material processing and laser-applications technology.

This release contains "forward looking statements" based on current expectations but involving known and unknown risks and uncertainties. Actual results or achievements may be materially different from those expressed or implied. The Company's plans and objectives are based on assumptions involving judgements with respect to future economic, competitive and market conditions and future business decisions, all of these are difficult or impossible to predict accurately and many of which are beyond the control of the Company. Therefore, there can be no assurance that the forward-looking statements will prove to be accurate.

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[Financial Tables Follow]

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The preliminary unaudited condensed consolidated statement of operations and selected balance sheet data for the Company, which are subject to adjustment based upon the results of the Company's year-end audit, follow:

### Selected Statement of Operations Data (unaudited)

	2001 ----	2000 ---- (As Restated) -----
Revenues	\$ 8,507,648	\$ 6,627,570

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Net Loss from Continuing Operations	\$ (1,788,459)	\$ (1,710,582)
Loss from Discontinued operations	(944,055)	(383,665)
Extraordinary Loss	(273,813)	--
	-----	-----
Net Loss	\$ (3,006,327)	\$ (2,094,247)
	=====	=====
Net Loss per share from:		
Continuing Operations	\$ (0.43)	\$ (0.59)
Discontinued operations	(0.23)	(0.13)
Extraordinary Loss	(0.07)	--
	-----	-----
Net Loss	\$ (0.73)	\$ (0.72)
	-----	-----
Weighted-average number of shares used in the computation of per-share net income	4,132,724	2,911,217
	=====	=====

Selected Balance Sheet Data  
(unaudited)

	2001	2000
	-----	-----
Cash	\$ 130,242	\$ 185,901
Accounts Receivable	1,498,463	1,827,275
Inventory	129,824	482,585
Other Current Assets	199,046	239,987
Assets Held for Sale	2,616,674	--
	-----	-----
Total Current Assets	4,574,249	2,735,748
Property Plant & Equipment	4,463,122	7,169,794
Other Assets*	1,950,632	1,467,792
	-----	-----
TOTAL ASSETS	\$10,988,003	\$11,373,334
	=====	=====
Current Liabilities	\$ 3,223,768	\$ 6,563,770
Liabilities Held for Sale	2,986,904	--
	-----	-----
Total Current Liabilities	6,210,672	6,563,770
Long-Term Liabilities	2,586,696	2,922,448
	-----	-----
Total Liabilities	8,797,368	9,486,218
Equity	2,190,635	1,887,116
	-----	-----
TOTAL LIABILITIES & EQUITY	\$10,988,003	\$11,373,334
	=====	=====

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\*Includes goodwill of \$88,769 and \$117,380 in 2001 and 2000, respectively."

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.

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INFINITE GROUP, INC.

Date: March 15, 2002

By: /s/ Clifford G. Brockmyre II

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Clifford G. Brockmyre II  
President

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T-FAMILY: Times New Roman">**Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)**

**q**  
**Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)**

**q**  
**Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))**

**q**  
**Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))**

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**Item 1.01 Entry Into A Material Definitive Agreement.**

On May 10, 2006, the Compensation Committee of the Board of Directors of MDU Resources Group, Inc. (the "Company") recommended that the Directors' Compensation Policy be amended. The Board of Directors approved the amendments on May 11, 2006, effective June 1, 2006. The annual cash retainer for directors is increased from \$20,000 to \$30,000 per year. The chairman of the Audit Committee will receive a retainer of \$10,000 per year, increased from \$8,000. The other committee chairpersons will receive a retainer of \$5,000 per year, increased from \$4,000. A non-executive Chairman of the Board will receive an additional cash retainer of \$100,000 payable half in cash and half in stock.

In addition, the Supplemental Income Security Plan (the "Plan") was amended to comply with the requirements of the American Jobs Creation Act of 2004 (the "AJCA"). The amendments modify the timing and form of payment provisions of the Plan in a manner intended to comply with the AJCA and also make certain other conforming changes to the Plan. In addition, certain benefits accrued under the Plan prior to January 1, 2005 (and thus not subject to the AJCA) were bifurcated from benefits accrued subsequent to December 31, 2004.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Effective as of May 11, 2006, the Board of Directors of the Company amended Company Bylaw Sections 6.01 and 6.05 to permit the Company to issue either certificated or uncertificated shares of the Company's stock, as provided under Delaware law. The previous Bylaw provisions had specifically addressed certificated, but not uncertificated, shares of stock. Company Bylaw Sections 6.01 and 6.05, as amended, are attached as Exhibit 99 and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits

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Company Bylaw Sections 6.01 and 6.05, as amended.

**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.

MDU RESOURCES GROUP, INC.

Date May 17, 2006

By: /s/ Doran N. Schwartz  
Doran N. Schwartz  
Vice President and Chief Accounting  
Officer

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**EXHIBIT INDEX**

Exhibit Number

Description of Exhibit

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Company Bylaw Sections 6.01 and 6.05,  
as amended.

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