

Edgar Filing: UNITED GUARDIAN INC - Form 8-K

UNITED GUARDIAN INC  
Form 8-K  
December 20, 2006

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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): December 18, 2006

UNITED-GUARDIAN, INC.

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(Exact name of Registrant as Specified in Charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| DELAWARE  | 1-10526                  | 11-1719724                           |
| -----   | -----                    | -----                                |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

|   |            |
|---|------------|
| 230 Marcus Boulevard, Hauppauge, New York | 11788      |
| -----                                     | -----      |
| (Address of Principal Executive Offices)  | (Zip Code) |

Registrant's telephone number, including area code: (631) 273-0900

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Not Applicable

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(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:

- 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))

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Item 5.02 - Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

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On December 18, 2006 Alfred R. Globus notified the Board of Directors of the Registrant that he was resigning as C.E.O. in order to focus his activities on product development. It was agreed that Ken Globus, President of the Registrant, would assume Alfred Globus' executive responsibilities but would not be taking the title of C.E.O. It was also agreed that Ken Globus would resign his position as Chief Financial Officer, which position would now be assumed by Robert Rubinger, the current Secretary and Executive Vice President of the Registrant.

Item 8.01 - Other Events

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On December 19, 2006, United-Guardian, Inc. issued a press release announcing that its Board of Directors had declared a cash dividend of \$.22 per share to all stockholders of record as of December 27, 2006, to be payable on January 10, 2006. The press release also announced that the company's Chief Executive Officer, Alfred R. Globus, was resigning as C.E.O., but would keep his position as Director of Research and Chairman of the Board of Directors, and that his executive responsibilities will now be handled by the President of the company, Ken Globus. It was also announced that Ken Globus was resigning as Chief Financial Officer and that Robert Rubinger, who is currently the Secretary and Executive Vice President of the Registrant, would become the C.F.O. A copy of that press release is furnished as Exhibit 99.1 to this report.

ITEM 9.01 - FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

| Exhibit Number | Exhibit                                |
|----------------|--|
| -----          | -----                                  |
| 99.1           | Press Release dated December 19, 2006. |

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 thereunto duly authorized.

UNITED-GUARDIAN, INC.

By: /s/ Kenneth H. Globus

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Name: Kenneth H. Globus

Title: President

December 20, 2006