

CTS CORP  
Form 8-K  
December 26, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): December 21, 2012**

**CTS CORPORATION**

(Exact Name of Registrant as Specified in Charter)

**Indiana**  
(State or Other Jurisdiction  
of Incorporation)

**1-4639**  
(Commission  
File Numbers)

**35-0225010**  
(I.R.S. Employer  
Identification Nos.)

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**905 West Boulevard North**  
**Elkhart, Indiana** **46514**  
(Address of Principal Executive Offices) (Zip Code)  
**Registrant's telephone number, including area code: (574) 523-3800**

**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.):

- .. 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**

The disclosures set forth in Item 2.01 hereof are hereby incorporated by reference into this Item 1.01.

**Item 2.01 Completion of Acquisition.**

On December 21, 2012, CTS Corporation ( CTS ) entered into a Membership Interest Purchase Agreement (the Purchase Agreement ) with Wanxiang Product Development Corp. ( Wanxiang ), RB D&R, LLC ( RB D&R ) and Anthony Urban ( Urban and together with Wanxiang and RB D&R, the Sellers ), whereby CTS completed the purchase from Sellers of all of the issued and outstanding membership interests of D & R Tech II, L.L.C. (the Company ) for an aggregate purchase price of approximately \$63.5 million in cash. Pursuant to the Purchase Agreement, the Company became a wholly-owned subsidiary of CTS.

The Company, through its subsidiaries (including D&R Technology, LLC), engages in the custom design and manufacturing of non-contact sensors, non-contact switches and electromechanical assemblies, which are used by automotive and industrial companies.

**Item 8.01 Other Events.**

On December 21, 2012, CTS issued a press release announcing the signing and closing of the Purchase Agreement. A copy of this press release is attached to this Report as Exhibit 99 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibits are filed with this Current Report on Form 8-K:

Exhibit No.	Exhibit Description
2.1	Membership Interest Purchase Agreement dated December 21, 2012 between CTS Corporation, Wanxiang Product Development Corp., RB D&R, LLC and Anthony Urban
99	Press Release dated December 21, 2012

**SIGNATURES**

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.

**CTS CORPORATION**

By: /s/ John R. Dudek  
Name: John R. Dudek  
Title: Vice President, General Counsel and Secretary

Date: December 21, 2012

**EXHIBIT INDEX**

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