

WINLAND ELECTRONICS INC  
Form 8-K  
February 27, 2014

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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): February 27, 2014

WINLAND ELECTRONICS, INC.  
(Exact name of registrant as specified in its charter)

Minnesota  
(State or Other Jurisdiction of Incorporation)

1-15637                      41-0992135  
(Commission File Number) (IRS Employer Identification No.)

1950 Excel Drive  
Mankato, Minnesota 56001  
(Address of Principal Executive Offices) (Zip Code)

(507) 625-7231  
(Registrant's telephone number, including area code)

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:

- 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 1.01. Entry into a Material Definitive Agreement.

Item 3.03 below is incorporated herein by reference.

Item 3.03. Material Modification to Rights of Security Holders.

On February 27, 2014, Winland Electronics, a Minnesota corporation (the “Company”), entered into a Section 382 Rights Agreement with Registrar and Transfer Company, as Rights Agent, dated as of February 27, 2014 (the “382 Rights Agreement”). The Company entered into the 382 Rights Agreement in an effort to deter acquisitions of the Company’s common stock (the “Common Stock”) that would potentially limit the Company’s ability to use its built in losses and any resulting net loss carry forwards to reduce potential future federal income tax obligations.

Under the 382 Rights Agreement, from and after the record date of March 10, 2014, each share of Common Stock will carry with it one preferred share purchase right (a “Right”), until the Distribution Date or earlier expiration of the Rights, as described below. In general terms, the Rights will work to impose a significant penalty upon any person or group which acquires beneficial ownership of 4.99% or more of the outstanding Common Stock from and after March 10, 2014. Because Section 382 of the Internal Revenue Code sets a 5% threshold for determining whether an acquisition counts towards an “ownership change,” the rights plan presented for consideration by the Board uses a 4.99% threshold.

Shareholders that own 4.99% or more of the outstanding Common Stock as of the opening of business on March 10, 2014, will not trigger the Rights so long as they do not (i) acquire additional shares of Common Stock representing one one-thousandth of one percent (0.001%) or more of the shares of Common Stock then outstanding or (ii) fall under 4.9% ownership of Common Stock and then re-acquire shares that in the aggregate equal 4.9% or more of the Common Stock.

A summary of the terms of the NOL Rights Agreement follows. This description is only a summary, and is not complete, and should be read together with the entire NOL Rights Agreement, which is filed as an exhibit hereto and is incorporated herein by reference. The following description is qualified in its entirety by reference to such exhibit.

**The Rights.** The Rights will initially trade with, and will be inseparable from, the Common Stock. The Rights are evidenced only by certificates that represent shares of Common Stock. New Rights will also accompany any new shares of Common Stock that the Company issues after March 10, 2014, until the Distribution Date described below.

**Exercise Price.** Each Right will allow its holder to purchase from the Company one one-thousandth of a share of Series B Junior Participating Preferred Stock (a “Preferred Share”) for \$14.00, subject to adjustment (the “Exercise Price”) once the Rights become exercisable. This portion of a Preferred Share will give the shareholder approximately the same dividend and liquidation rights as would one share of Common Stock. Prior to exercise, the Right does not give its holder any dividend, voting, or liquidation rights.

**Exercisability.** The Rights will not be exercisable until 10 days after the public announcement that a person or group has become an “Acquiring Person” by obtaining beneficial ownership of 4.99% or more of the outstanding Common Stock (or if already the beneficial owner of at least 4.99% of the outstanding Common Stock, by acquiring additional shares of Common Stock representing one one-thousandth of one percent (0.001%) or more of the shares of Common Stock then outstanding).

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The date when the Rights become exercisable is the "Distribution Date." Until that date or earlier expiration of the Rights, the Common Stock certificates will also evidence the Rights, and any transfer of shares of Common Stock will constitute a transfer of Rights. After that date, the Rights will separate from the Common Stock and be evidenced by book-entry credits or by Rights certificates that the Company will mail to all eligible holders of Common Stock. Any Rights held by an Acquiring Person are void and may not be exercised.

**Consequences of a Person or Group Becoming an Acquiring Person.** If a person or group becomes an Acquiring Person, all holders of Rights except the Acquiring Person may, for payment of the Exercise Price, purchase shares of Common Stock with a market value of twice the Exercise Price, based on the market price of the Common Stock as of the acquisition that resulted in such person or group becoming an Acquiring Person.

**Preferred Share Provisions.** Each one one-thousandth of a Preferred Share, if issued:

- will not be redeemable.

- will entitle holders to quarterly dividend payments of \$0.001 per share, or an amount equal to the dividend paid on one share of Common Stock, whichever is greater.

- will entitle its holder upon liquidation of these rights either to receive \$1.00 or an amount equal to the payment made on one share of Common Stock, whichever is greater.

- will have the same voting power as one share of Common Stock.

- if shares of Common Stock are exchanged via merger, consolidation, or a similar transaction, will entitle holders to a per share payment equal to the payment made on one share of Common Stock.

The value of one one-thousandth interest in a Preferred Share is expected to approximate the value of one share of Common Stock.

**Expiration.** The Rights will expire on March 10, 2019.

**Redemption.** The Board may redeem the Rights for \$0.000001 per Right at any time before any person or group becomes an Acquiring Person. If the Board redeems any Rights, it must redeem all of the Rights. Once the Rights are redeemed, the only right of the holders of Rights will be to receive the redemption price of \$0.000001 per Right. The redemption price will be adjusted if the Company has a stock split or stock dividends of its Common Stock.

**Anti-Dilution Provisions.** The Board may adjust the Exercise Price, the number of Preferred Shares issuable and the number of outstanding Rights to prevent dilution that may occur from a stock dividend, a stock split, or a reclassification of the Preferred Shares or Common Stock. No adjustments to the Exercise Price of less than 1% will be made.

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Amendments. The terms of the 382 Rights Agreement may be amended by the Board without the consent of the holders of the Rights. After a person or group becomes an Acquiring Person, the Board may not amend the agreement in a way that adversely affects holders of the Rights.

Item 5.03. Material Modification to Rights of Security Holders.

In connection with the adoption of the 382 Rights Agreement referenced in Item 3.03 above, the Board of Directors approved the Certificate of Designation establishing the Series B Junior Participating Preferred Shares and the rights, preferences and privileges thereof and the Certificate of Designation will be filed with the Secretary of State of the State of Minnesota. The Certificate of Designation is attached hereto as Exhibit 3.1 and is incorporated herein by reference. The information set forth under Item 3.03 above is incorporated herein by reference.

Item 8.01 Other Information.

The Company intends to file a Form 15 with the Securities and Exchange Commission (the "SEC") to deregister the Company's common stock and suspend its reporting obligations under the Securities Exchange Act of 1934, as amended. The Company expects to file the Form 15 following the filing of its Form 10-K for its 2013 fiscal year. The Company also intends to cause its common stock to cease trading on the OTCQB and commence trading on the OTC Pink marketplace. The Company is eligible to file Form 15 because there are fewer than 500 holders of record of its common stock and the Company has had less than \$10 million in total assets on the last day of each of the Company's most recent three fiscal years. The Company expects the deregistration to become effective within 90 days of filing with the SEC. Upon the filing of the Form 15, the Company's obligation to file reports with the SEC, including annual reports on Form 10-K, quarterly reports on Form 10-Q and periodic reports on Form 8-K, will be immediately suspended.

Item 9.01 Financial Statements, Pro Forma Financial Information and Exhibits

(d) Exhibits

3.1 Certificate of Designation for the Winland Electronics, Inc. Series B Junior Participating Preferred Stock.

Rights Agreement, dated February 27, 2014, between Winland Electronics, Inc. and Registrar and Transfer Company, which includes the form of Certificate of Designation of Series B Junior Participating Preferred Stock as  
4.1 Exhibit A, the form of Rights Certificate as Exhibit B and the Summary of the Rights of Purchase Preferred Shares as Exhibit C.

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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.

Dated: February 27, 2014  
WINLAND ELECTRONICS,  
INC.

By/s/ Brian D. Lawrence  
Brian D. Lawrence  
Chief Financial Officer and  
Senior Vice President

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Exhibit Number	Description
<u>3.1</u>	Certificate of Designation for the Winland Electronics, Inc. Series B Junior Participating Preferred Stock.
<u>4.1</u>	Rights Agreement, dated February 27, 2014, between Winland Electronics, Inc. and Registrar and Transfer Company, which includes the form of Certificate of Designation of Series B Junior Participating Preferred Stock as Exhibit A, the form of Rights Certificate as Exhibit B and the Summary of the Rights of Purchase Preferred Shares as Exhibit C.

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