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THERMO ELECTRON CORP
Form 8-K
August 06, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 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): August 6, 2001

Thermo Electron Corporation

(Exact Name of Registrant as Specified in Charter)

| | | |
|---|-----------------------------|---|
| Delaware | 1-8002 | 04-2209186 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |
| 81 Wyman Street Waltham, Massachusetts | | 02454-9046 |
| (Address of Principal Executive Offices) | | (Zip Code) |

Registrant's telephone number, including area code: (781) 622-1000

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events.

On July 9, 2001, the Board of Directors of Thermo Electron Corporation (the "Company") approved a distribution (the "Distribution") to the holders of record of the Company's common stock on July 30, 2001 (the "Record Holders") of all of the shares of common stock of Kadant Inc. ("Kadant ") held by the Company. The Distribution is scheduled to occur on August 8, 2001 (the "Distribution Date"). The Company has filed herewith (1) a definitive information statement providing details of the Distribution and information about Kadant and (2) a form of letter to shareholders of the Company regarding the same. The Company expects that its distribution agent, American Stock Transfer & Trust Company, will distribute to the Record Holders on the Distribution Date the definitive information statement, the letter to shareholders and certificates representing the shares of Kadant common stock to be distributed in the Distribution.

Kadant's definitive information statement dated August 6, 2001 is filed as

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Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The form of letter to shareholders of the Company is filed as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Also filed herewith in connection with the Distribution are a Plan and Agreement of Distribution dated August 3, 2001 between the Company and Kadant Inc., a Tax Matters Agreement effective as of August 8, 2001 by and among the Company and Kadant Inc., and a Transition Services Agreement dated August 3, 2001 between the Company and Kadant Inc.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

- (a) Financial Statements of Business Acquired: Not Applicable
- (b) Pro Forma Financial Information: Not Applicable
- (c) Exhibits:

| Exhibit No. ----- | Description ----- |
|----------------------|---|
| 23 | Consent of Independent Public Accountants |
| 99.1 | Definitive Information Statement of Kadant Inc. dated August 6, 2001 |
| 99.2 | Form of Letter to Shareholders of Thermo Electron Corporation |
| 99.3 | Plan and Agreement of Distribution dated August 3, 2001 between Thermo Electron Corporation and Kadant Inc. |
| 99.4 | Tax Matters Agreement effective as of August 8, 2001 by and among Thermo Electron Corporation and Kadant Inc. |

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- 99.5 Transition Services Agreement dated August 3, 2001 between Thermo Electron Corporation and Kadant Inc.

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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, thereunto duly authorized, on this 6th day of August, 2001.

THERMO ELECTRON CORPORATION

By: /s/ Kenneth J. Apicerno

Kenneth J. Apicerno
Treasurer

Exhibit Index

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