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DRS TECHNOLOGIES INC  
Form S-3MEF  
December 14, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON DECEMBER 14, 2001  
REGISTRATION NO. 333-

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
-----

DRS TECHNOLOGIES, INC.  
(Exact name of Registrant as Specified in its Charter)

DELAWARE  
(State or other jurisdiction  
of  
incorporation or organization)

13-2632319  
(I.R.S. Employer  
Identification Number)

5 SYLVAN WAY, PARSIPPANY, NEW JERSEY 07054  
(973) 898-1500  
(Address, including zip code, and telephone number, including area code, of  
registrant's principal executive offices)

NINA LASERSON DUNN, ESQ.  
EXECUTIVE VICE PRESIDENT, GENERAL COUNSEL  
AND SECRETARY  
DRS TECHNOLOGIES, INC.  
5 SYLVAN WAY  
PARSIPPANY, NEW JERSEY 07054  
(973) 898-1500  
(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

-----  
COPIES TO:

DAVID J. GOLDSCHMIDT, ESQ.  
Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square  
New York, New York 10036  
(212) 735-3000

PAUL JACOBS, ESQ.  
STEVEN I. SUZZAN, ESQ.  
Fulbright & Jaworski L.L.P.  
666 Fifth Avenue  
New York, New York 10103  
(212) 318-3000

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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as  
practicable after the effective date of this Registration Statement.

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If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. / /

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. / /

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. /X/ 333-73912

If this form is a post-effective amendment filed pursuant to rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / /

If delivery of the prospectus is expected to be made pursuant to rule 434, please check the following box. / /

CALCULATION OF REGISTRATION FEE CHART

| TITLE OF SHARES<br>TO BE REGISTERED             | AMOUNT TO BE<br>REGISTERED (1) | PROPOSED MAXIMUM<br>OFFERING PRICE PER<br>SHARE (2) | PROPOSED MAXIMUM<br>AGGREGATE OFFERING<br>PRICE (2) | A<br>REGI |
|---|--------------------------------|---|---|-----------|
| Common Stock,<br>par value \$.01 par value..... | 575,000                        | \$32.00   | \$18,400,000  | \$        |

- 
- (1) Includes 525,000 shares of Common Stock to be sold upon exercise of an over-allotment option granted to the Underwriters.
  - (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act of 1933 based upon the public offering price of \$32.00.
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THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

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This registration statement is being filed with respect to the registration of additional shares of common stock, \$.01 par value per share, of DRS Technologies, Inc., for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the registrant's earlier effective registration statement on Form S-3 (File No. 333-73912) are incorporated into this registration statement by reference. The form of prospectus contained in the earlier effective registration statement will reflect the aggregate amount of securities registered in this registration statement and the earlier effective registration statement.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Parsippany, in the state of New Jersey, on December 14, 2001.

DRS TECHNOLOGIES, INC.

By: /s/ NINA LASERSON DUNN

-----  
 Name: Nina Laserson Dunn  
 Title: Executive Vice President,  
 General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

| NAME<br>-----                      | TITLE<br>-----   | DATE<br>-----      |
|------------------------------------|--|--------------------|
| *<br>-----<br>Mark S. Newman       | Chairman of the Board,<br>President, Chief Executive<br>Officer and Director   | December 1<br>2001 |
| *<br>-----<br>Richard A. Schneider | Executive Vice President,<br>Chief Financial Officer<br>and Treasurer (Principal<br>Financial and Accounting<br>Officer) | December 1<br>2001 |
| *<br>-----<br>Ira Albom            | Director   | December 1<br>2001 |
| *<br>-----<br>Donald C. Fraser     | Director   | December 1<br>2001 |
| *<br>-----<br>William F. Heitmann  | Director   | December 1<br>2001 |
| *<br>-----<br>Steven S. Honigman   | Director   | December 1<br>2001 |

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| NAME<br>-----                                      | TITLE<br>----- | DATE<br>-----      |
|--|----------------|--------------------|
| *<br>-----<br>C. Shelton James                     | Director       | December 1<br>2001 |
| *<br>-----<br>Mark N. Kaplan                       | Director       | December 1<br>2001 |
| *<br>-----<br>Stuart F. Platt, RADM, USN (Ret.)    | Director       | December 1<br>2001 |
| *<br>-----<br>General Dennis J. Reimer, USA (Ret.) | Director       | December 1<br>2001 |
| *<br>-----<br>Eric J. Rosen                        | Director       | December 1<br>2001 |

\*By: /s/ NINA LASERSON DUNN  
-----  
Attorney in Fact

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EXHIBIT INDEX

| EXHIBIT NO.<br>----- | DESCRIPTION<br>-----   |
|----------------------|--|
| 5.1                  | Opinion of Skadden, Arps, Slate, Meagher & Flom LLP  |
| 23.1                 | Consent of KPMG LLP  |
| 23.2                 | Consent of Deloitte & Touche LLP   |
| 23.3                 | Consent of Skadden, Arps, Slate, Meagher & Flom LLP<br>(included in Exhibit 5.1)   |
| 23.4                 | Power of Attorney (incorporated by reference to the<br>Registrant's Registration Statement on Form S-3 (File<br>No. 333-73912)). |