

PERKINELMER INC
Form 8-K/A
December 05, 2002

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K/A

**AMENDMENT NO. 1 TO 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 4, 2002

PerkinElmer, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-5075
(Commission
File Number)

04-2052042
(IRS Employer
Identification No.)

45 William Street, Wellesley, Massachusetts
(Address of Principal Executive Offices)

02481
(Zip Code)

Registrant's telephone number, including area code: (781) 237-5700

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

EXPLANATORY NOTE

This amendment no. 1 to current report on Form 8-K/A is filed for the purpose of amending and restating in its entirety the current report on Form 8-K dated December 4, 2002 filed by PerkinElmer, Inc., a Massachusetts corporation, with the Securities and Exchange Commission on December 4, 2002.

Item 9. Regulation FD Disclosure.

PerkinElmer, Inc., a Massachusetts corporation, is filing this current report on Form 8-K for the purpose of filing with the Securities and Exchange Commission presentation materials relating to its planned private placement of senior subordinated notes announced on November 29, 2002. PerkinElmer and the initial purchasers in the planned private placement intend to use these materials in presentations to prospective subsequent purchasers of the senior subordinated notes. Page 39 of these materials includes a confirmation of our previously announced earnings forecast for 2002 and a preliminary earnings forecast for 2003.

FORWARD LOOKING STATEMENTS

This current report on Form 8-K contains forward-looking statements that are based on current expectations, estimates, forecasts and projections about our company, the industries in which we operate and other matters, as well as management's beliefs and assumptions and other statements regarding matters that are not historical facts. These statements include, in particular, statements about our projected and forecasted financial and operational performance, cost savings, including cost savings estimated in connection with the combination of our Life Sciences and Analytical Instruments businesses, revenue opportunities and the sources and uses of funds for our proposed refinancing of our existing debt. For example, when we use words such as projects, expects, anticipates, intends, plans, believes, seeks, estimates, should, may, variations of such words or other words that convey uncertainty of future events or outcome, we are making forward-looking statements. Our forward-looking statements are subject to risks and uncertainties. You should note that many important factors could affect us in the future and could cause results to differ materially from those expressed in our forward-looking statements, including risks related to our debt levels, our ability to comply with the financial covenants in our credit agreements, our ability to complete our proposed refinancing of our existing debt, demand for and market acceptance of our existing and our new products, a downturn in our customers' markets, international operations, our ability to integrate acquired businesses and licensed technologies into our existing business, risks associated with the integration of our Life Sciences and Analytical Instruments businesses and competition. For a discussion of some of these factors, please read carefully the information under the caption "Forward-Looking Information and Factors Affecting Future Performance" in our most recently filed quarterly report on Form 10-Q.

This current report on Form 8-K also contains estimates made by third parties and by us relating to market size and growth and other industry data, including our ranking within our markets. These estimates involve a number of assumptions and limitations, and investors are cautioned not to give undue weight to such estimates. We have not independently verified the accuracy of the estimates made by third parties. In addition, projections, assumptions and estimates of our future performance and the future performance of the industries in which we operate are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described under the caption "Forward-Looking Information and Factors Affecting Future Performance" in our most recently filed quarterly report on Form 10-Q. These and other factors could cause results to differ materially from those expressed in the estimates made by third parties.

PRESENTATION MATERIALS

The following are the presentation materials discussed above relating to our planned private placement of senior subordinated notes:



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.

PERKINELMER, INC.

Date: December 4, 2002

By: /s/ Robert F. Friel

Robert F. Friel
Senior Vice President and Chief
Financial Officer