

ADC TELECOMMUNICATIONS INC
Form 8-K
August 18, 2005

UNITED STATES
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 16, 2005

ADC Telecommunications, Inc.

(Exact name of registrant as specified in its charter)

Minnesota

0-1424

41-0743912

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

13625 Technology Drive, Eden Prairie,
Minnesota

55344

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

952.938.8080

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.

On August 16, 2005, ADC Telecommunications, Inc., a Minnesota corporation ("ADC"), Falcon Venture Corp., a Massachusetts corporation and a wholly owned subsidiary of ADC ("Merger Sub"), Fiber Optic Network Solutions Corp., a Massachusetts corporation ("FONS") and Michael J. Noonan entered into the first amendment (the "Amendment") to the Agreement and Plan of Merger dated July 21, 2005 (the "Merger Agreement"). The Amendment lowers the merger consideration to be paid under the Merger Agreement by \$250,000 to \$161,250,000 (subject to certain adjustments). The Amendment also provides that ADC will adopt a Retention Bonus Plan and provide for bonus payments to certain employees.

A copy of the Amendment is included herein as Exhibit 2.1 and is incorporated herein by reference. The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Amendment.

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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.

ADC Telecommunications, Inc.

August 16, 2005

By: *Gokul V. Hemmady*

Name: Gokul V. Hemmady

Title: Vice President and Chief Financial Officer

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
2.1	Amendment to Merger Agreement