

Edgar Filing: EMCOR GROUP INC - Form 8-K/A

EMCOR GROUP INC
Form 8-K/A
May 13, 2002

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED) MARCH 13, 2002

EMCOR GROUP, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE (STATE OR OTHER JURISDICTION OF INCORPORATION)	0-2315 (COMMISSION FILE NUMBER)	11-2125338 (IRS EMPLOYER IDENTIFICATION NO.)
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101 MERRITT SEVEN NORWALK, CT (ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)	06851 (ZIP CODE)
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REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (203) 849-7800

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ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS.

On March 1, 2002, EMCOR-CSI Holding Co., a Delaware corporation and a wholly-owned subsidiary of EMCOR Group, Inc., a Delaware corporation, acquired from Comfort Systems USA, Inc., a Delaware corporation, all the ownership interests in CSUSA Holdings, LLC, a Delaware limited liability company ("Comfort"). Comfort owns all the capital stock of and ownership interests in 19 entities. (Such entities and Comfort are collectively referred to herein as the "Comfort Systems Subsidiaries"). This Form 8-K/A is being filed for the purpose of providing the required pro forma financial information and the audited combined financial statements for the Comfort Systems Subsidiaries for the year ended December 31, 2001.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

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(A) FINANCIAL STATEMENTS OF BUSINESSES ACQUIRED.

The audited combined financial statements for the year ended December 31, 2001, for the Comfort Systems Subsidiaries, including the related auditors' report, are included as Exhibit 99.2.

(B) PRO FORMA FINANCIAL INFORMATION.

The required unaudited pro forma condensed combined financial information, which reflects the acquisition of the Comfort Systems Subsidiaries, are included as Exhibit 99.3 hereto.

(C) EXHIBITS.

2.1 Purchase Agreement, dated as of February 11, 2002, by and among Comfort Systems USA, Inc. and EMCOR-CSI Holding Co., a wholly-owned subsidiary of EMCOR Group, Inc. ("EMCOR") (filed as Exhibit 2.1 to EMCOR's Current Report on Form 8-K, dated as of February 14, 2002 and incorporated herein by reference.)

23 Consent of Arthur Andersen LLP

99.1 Press Release dated March 4, 2002 (filed as Exhibit 99.1 to EMCOR's Current Report on Form 8-K, dated as of March 13, 2002 and incorporated herein by reference).

99.2 The audited combined financial statements for the year ended December 31, 2001 for the Comfort Systems Subsidiaries, including the related auditors' report.

99.3 Unaudited pro forma condensed combined financial information, which reflects the acquisition of the Comfort Systems Subsidiaries.

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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.

EMCOR GROUP, INC.

Dated: May 13, 2002

By: /s/ Mark A. Pompa

Name: Mark A. Pompa
Title: Vice President
and Controller
(Principal Accounting
Officer)

EXHIBIT INDEX

EXHIBIT	DESCRIPTION
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99.1	Press Release dated March 4, 2002 (filed as Exhibit 99.1 to EMCOR's Current Report on Form 8-K, dated as of March 13, 2002 and incorporated herein by reference.)
99.2	The audited combined financial statements for the year ended December 31, 2001 for the Comfort Systems Subsidiaries, including the related auditors' report.
99.3	Unaudited pro forma condensed combined financial information, which reflects the acquisition of certain of the Comfort Systems Subsidiaries.