

Edgar Filing: IONICS INC - Form 8-K

IONICS INC  
Form 8-K  
February 12, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): February 12, 2004

IONICS, INCORPORATED  
(Exact name of registrant as specified in its charter)

|  |                                    |  |
|--|------------------------------------|--|
| Massachusetts<br>(State of incorporation)                                  | 1-7211<br>(Commission File Number) | 04-2068530<br>(IRS Employer<br>Identification No.)                           |
| 65 Grove Street, Watertown, MA<br>(Address of principal executive offices) | 02472<br>(Zip Code)                | (617) 926-2500<br>(Registrant's<br>telephone number,<br>including area code) |

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Item 5. Other Events and Required FD Disclosure.

On November 18, 2003, Ionics, Incorporated and the shareholders and members of Ecolochem, Inc. and its affiliated companies (collectively, the "Ecolochem Group") entered into a Purchase Agreement that provides for the acquisition by Ionics of the stock and membership interests of the Ecolochem Group for \$200 million in cash and 4,905,660 shares of Ionics common stock, in each case subject to adjustment as provided in the Purchase Agreement. This report is being filed to disclose the unaudited combined financial statements of the Ecolochem Group as of December 31, 2003 and for the three months ended December 31, 2003 and 2002, which appear as Exhibit 99.1 to this report and are incorporated herein by this reference.

Item 7. Financial Statements and Exhibits.

- (a) Financial Statements of Business Acquired. None.
- (b) Pro Forma Financial Information. None.
- (c) Exhibits.

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| Exhibit Number<br>----- | Description<br>-----  |
|-------------------------|---|
| Exhibit 99.1            | The following combined financial statements of the Ecolochem Group:<br><br>Combined balance sheets as of December 31, 2003 (unaudited) and September 30, 2003<br><br>Combined statements of earnings for the three months ended ended December 31, 2003 and 2002 (unaudited)<br><br>Combined statements of cash flows for the three months ended ended December 31, 2003 and 2002 (unaudited)<br><br>Notes to combined financial statements |

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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.

IONICS, INCORPORATED

February 12, 2004

By: /s/ Stephen Korn

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Name: Stephen Korn  
Title: Vice President and General  
Counsel

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EXHIBIT INDEX

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Notes to combined financial statements