

INTERGRAPH CORP  
Form 8-K  
November 20, 2006

**Table of Contents**

**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):

November 20, 2006 (November 20, 2006)

**INTERGRAPH CORPORATION**

(Exact Name of Registrant as Specified in Charter)

Delaware

0-9722

63-0573222

(State or Other Jurisdiction  
of Incorporation)

(Commission File Number)

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

One Madison Industrial Park IW 2000, Huntsville, AL

35894-0001

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (256) 730-2000

N/A

(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 (*see* General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**TABLE OF CONTENTS**

Item 8.01. Other Events

Item 9.01. Financial Statements and Exhibits.

SIGNATURES

EXHIBIT INDEX

Ex-99.1 November 20, 2006

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**Table of Contents**

**Item 8.01. Other Events**

On November 20, 2006, Intergraph Corporation (the Company ) issued a press release announcing that the stockholders of the Company voted to adopt the previously announced merger agreement providing for the acquisition of the Company by an investor group led by Hellman & Friedman LLC and Texas Pacific Group in a transaction valued at approximately \$1.3 billion.

A copy of the press release issued by the Company announcing stockholder approval of the merger agreement is filed as an exhibit hereto and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits:

Exhibit 99.1 Press Release dated November 20, 2006

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**Table of Contents**

**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.

INTERGRAPH CORPORATION

By: /s/ Larry T. Miles

Name: Larry T. Miles

Title: Vice President and Controller

Date: November 20, 2006

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**Table of Contents**

**EXHIBIT INDEX**

Exhibit 99.1 Press Release dated November 20, 2006