

Edgar Filing: ANDREW CORP - Form 425

ANDREW CORP  
Form 425  
June 27, 2007

Filed Pursuant to Rule 425  
Filing Person: CommScope, Inc.  
Subject Company: Andrew Corporation  
Commission File Number: 1-14617

[INSERT LETTERHEAD]

June 27, 2007

Dear CommScope Employee:

I want to share with you some exciting news about our company. Today, we announced that CommScope will acquire Andrew Corporation, enhancing our position as a global leader in last mile infrastructure solutions for communications networks. Attached is the press release we issued today, along with an FAQ intended to address some of the questions you are likely to have.

As you know, we have long believed that a combination with Andrew makes great sense for CommScope's continued growth and development. Combining our innovative technologies, premier brands and a top-tier customer base, we will expand our global service model and create worldwide growth opportunities. This partnership will enhance our ability to continue to provide customers of both companies with innovative products and superior service.

We are also pleased to welcome Andrew's talented and dedicated employees to the CommScope team. We intend to invest in the combined business for profitable growth, and the employees of both companies will be important our continued success. I am confident that our employees will have an even more promising future as part of a larger and more diversified company.

CommScope is a proven successful integrator of strategic transactions and we expect to begin realizing the benefits of this combination immediately following the transaction close and enjoy them fully over the next few years. In the interim, we know that all of you will remain focused on serving our customers and continuing to do the excellent work that has enabled CommScope to successfully implement this business strategy.

We expect this transaction to close by the end of 2007. Please be aware that, until the merger closes, CommScope and Andrew will remain separate and independent companies, and it will be business as usual. I know I can count on you to remain focused on our objectives.

Over the coming weeks, you may be contacted by members of the media, investors or the general public regarding this transaction. Because it is important we speak with one voice, please forward any calls you may receive to Phil Armstrong, Vice President of Investor Relations and Corporate Communications, at 1-(828) 323-4848 or phil.armstrong@commscope.com. We will make every effort to keep you up to date on developments and progress throughout this process.

Thank you for your continued hard work and your unwavering dedication to our company.

Frank Drendel  
Chairman and Chief Executive Officer

Brian Garrett  
President and Chief Operating Officer

### Forward-Looking Statements

This letter contains forward-looking statements regarding, among other things, the proposed business combination between CommScope and Andrew and the anticipated consequences and benefits of such transaction, and other financial and operational items relating to CommScope and Andrew. Statements made in the future tense, and statements using words such as intend, goal, estimate, expect, expectations, project, projections, plans, anticipates, believe, think, confident and scheduled and similar expressions are intended to identify forward-looking statements. Forward-looking statements are not a guarantee of performance and are subject to a number of risks and uncertainties, many of which are difficult to predict and are beyond the control of CommScope or Andrew. These risks and uncertainties could cause actual results to differ materially from those expressed in or implied by the forward-looking statements, and therefore should be carefully considered. Relevant risks and uncertainties relating to the proposed transaction include, but are not limited to: the fact that Andrew may be required to write off a portion of the \$412 million of Base Station Subsystems goodwill as a non-cash charge to earnings as reported in Andrew's quarterly report on Form 10-Q for the period ended March 31, 2007; the risk that required regulatory review and approval may not be obtained in a timely manner, if at all; Andrew's shareholders may not approve the proposed transaction; the anticipated benefits and synergies of the proposed transaction may not be realized; the integration of Andrew's operations with CommScope could be materially delayed or may be more costly or difficult than expected; the proposed transaction may not be consummated; legal proceedings may be commenced by or against CommScope or Andrew. Relevant risks and uncertainties generally applicable to CommScope and Andrew include, but are not limited to: changes in cost and availability of key raw materials and the ability to recover these costs from customers through price increases; customer demand for products and the ability to maintain existing business alliances with key customers or distributors; the risk that internal production capacity and that of contract manufacturers may be insufficient to meet customer demand for products; the risk that customers might cancel orders placed or that orders currently placed may affect order levels in the future; continuing consolidation among customers; competitive pricing and acceptance of products; industry competition and the ability to retain customers through product innovation; possible production disruption due to supplier or contract manufacturer bankruptcy, reorganization or restructuring; successful ongoing operation of our vertical integration activities; ability to achieve expected sales, growth and earnings goals; costs of protecting or defending intellectual property; ability to obtain capital on commercially reasonable terms; regulatory changes affecting us or the industries we serve. For a more complete description of factors that could cause such a difference, please see CommScope's filings with the Securities and Exchange Commission (SEC), which are available on CommScope's website or at [www.sec.gov](http://www.sec.gov), and Andrew's filings with the SEC, which are available on Andrew's website or at [www.sec.gov](http://www.sec.gov). In providing forward-looking statements, neither CommScope nor Andrew intends, and neither undertakes any duty or obligation, to update these statements as a result of new information, future events or otherwise.

### Additional Information

In connection with the proposed merger, CommScope intends to file a registration statement with the SEC on Form S-4 and CommScope and Andrew expect to mail a proxy statement/prospectus to Andrew's stockholders containing information about the merger. **INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT AND THE PROXY STATEMENT/PROSPECTUS CAREFULLY WHEN THEY ARE AVAILABLE.**

The registration statement and the proxy statement/prospectus will contain important information about CommScope, Andrew, the merger, and related matters. Investors and security holders will be able to obtain free copies of these documents through the web site maintained by the SEC at [www.sec.gov](http://www.sec.gov). In addition to the registration statement and the proxy statement/prospectus, CommScope and Andrew file annual, quarterly, and special reports, proxy statements, and other information with the SEC. Printed copies of these documents can also be obtained free of charge (other than a reasonable duplicating charge for exhibits to our reports on Form 10-K, Form 10-Q and Form 8-K) by any stockholder who requests them from either CommScope's or Andrew's Investor Relations Department:

Investor Relations  
CommScope, Inc.  
1100 CommScope Place, SE  
P.O. Box 339  
Hickory, North Carolina 28602 U.S.A.  
Phone: 1-828-324-2200  
Fax: 1-828-982 1708  
E-mail: investor.relations@commscope.com

Investor Relations

Andrew Corporation

3 Westbrook Corporate Center

Suite 900

Westchester, Illinois 60154 U.S.A.

Phone: 1-800-232-6767 or 1-708-236-6616

Fax: 1-708-492-3774

E-mail: GlbWWW-Contact-InvestRelations@andrew.com

CommScope, Andrew and their respective directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies from Andrew stockholders in connection with the proposed transaction. Information about CommScope's directors and executive officers and their ownership of CommScope common stock is set forth in the definitive proxy statement for CommScope's 2007 annual meeting of stockholders, as filed by CommScope with the SEC on Schedule 14A on March 16, 2007. Information about Andrew's directors and executive officers and their ownership of Andrew common stock is set forth in the definitive proxy statement for Andrew's 2007 annual meeting of stockholders, as filed by Andrew with the SEC on Schedule 14A on December 29, 2006. Other information regarding the participants in the proxy solicitation will be contained in the proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.