

# HAIGHTS CROSS COMMUNICATIONS INC

## FORM 8-K (Unscheduled Material Events)

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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) **November 11, 2004**

**HAIGHTS CROSS COMMUNICATIONS, INC.**

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(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

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(State or Other Jurisdiction of Incorporation)

**333-109381**

**13-4087398**

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(Commission File Number)

(IRS Employer Identification No.)

**10 New King Street, Suite 102  
White Plains, New York**

**10604**

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(Address of Principal Executive Offices)

(Zip Code)

**(914) 289-9400**

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(Registrant's Telephone Number, Including Area Code)

**N/A**

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(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):

- 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 November 11, 2004, Hights Cross Communications, Inc. (the “Company”) entered into an Asset Purchase Agreement (the “Asset Purchase Agreement”) by and among the Company, Hights Cross Operating Company, a wholly owned subsidiary of the Company (“HCOC”), OPI Acquisition Co., Inc., a wholly owned subsidiary of HCOC (“OPI”), Options Publishing, Inc. (“Options”) and certain stockholders of Options named therein (the “Stockholders”). Pursuant to terms of the Asset Purchase Agreement, the Company, through its subsidiary OPI, will acquire substantially all of the assets, and assume certain liabilities, of Options, a publisher of K-8 reading, math and literature supplemental education materials and intervention programs. The purchase price is \$50.0 million in cash, of which \$2.0 million will be deposited in an escrow account to secure the indemnification obligations of Options and the Stockholders for breaches of representations, warranties and covenants. In addition, under the terms of the Asset Purchase Agreement, the Stockholders entered into noncompetition agreements with the Company, which will become effective upon the closing of the transaction.

The purchase is expected to close in December 2004, subject to the expiration or early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and the satisfaction of other customary closing conditions. The Asset Purchase Agreement, including the purchase price, was negotiated at arm’s length among the parties. None of the Company, HCOC, or OPI, nor any director or officer of the Company, HCOC or OPI, is affiliated with or has a material relationship with Options or any stockholder of Options.

Concurrently with the execution of the Asset Purchase Agreement, OPI entered into a Purchase and Sale Agreement (the “Purchase and Sale Agreement”) with Merrimack M&R Realty LLC, a limited liability company controlled by the Stockholders. Pursuant to the terms of the Purchase and Sale Agreement, OPI will acquire the building, land, equipment and fixtures leased and used by Options in the operation of its publishing business for a cash payment of \$1.8 million to Merrimack M&R Realty LLC. The parties intend to close this transaction at the same time that they close the transaction contemplated by the Asset Purchase Agreement. The Purchase and Sale Agreement, including the purchase price, was negotiated at arm’s length among the parties. None of the Company, HCOC or OPI, nor any director or officer of the Company, HCOC or OPI, is affiliated with or had a material relationship with Merrimack M&R Realty LLC or any member of Merrimack M&R Realty LLC.

On November 15, 2004, the Company issued a press release announcing the signing of the Asset Purchase Agreement and Purchase and Sale Agreement, a copy of which is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated by reference.

### ITEM 9.01 Financial Statements and Exhibits.

(c) Exhibits. The following exhibits are being filed herewith.

Exhibit No.	Description
99.1	Press Release of the Company dated November 15, 2004

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**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HAIGHTS CROSS COMMUNICATIONS, INC.

Date: November 15, 2004

By: /s/ Paul J. Crecca

Name: Paul J. Crecca

Title: Executive Vice President and Chief  
Financial Officer

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of the Company dated November 15, 2004

**HAIGHTS CROSS COMMUNICATIONS**  
**PRESS RELEASE**

**Editorial Contact:**  
**Michael Stugrin**  
**(562) 498-6353**  
[mstugrin@earthlink.net](mailto:mstugrin@earthlink.net)

**FOR IMMEDIATE RELEASE**

**HAIGHTS CROSS COMMUNICATIONS SIGNS  
DEFINITIVE AGREEMENT TO ACQUIRE  
OPTIONS PUBLISHING, INC.**

White Plains, NY, November 15, 2004—Hights Cross Communications, Inc. (HCC), a leading educational and library publisher, today announced it has signed a definitive agreement to acquire Options Publishing, Inc, a fast-growing publisher of K-8 reading, math, and literature supplemental education materials and intervention programs, located in Merrimack, New Hampshire. The transaction is expected to close in December 2004.

Peter J. Quandt, HCC Chairman and Chief Executive Officer, said: “Options Publishing has played a key role in energizing the skills-based supplementary publishing market, especially for students whose needs are not fully served through traditional basal programs. Options has demonstrated a unique ability to read the market and quickly react with a wide range of highly focused, exceptionally high quality educational products. Teachers and kids love Options’ products and we are delighted to be working with the company.”

Quandt added: “We are delighted that Barbara Russell will be staying on as President and CEO to continue to manage and grow Options. She will report directly to me. In addition to purchasing the Options business, we also will be buying its office and distribution facility in Merrimack, New Hampshire, where the business will remain.”

Barbara Russell, Options Publishing CEO, commented: “Since the inception of Options, I envisioned joining a publishing group where our skills, strengths, and knowledge of the market would continue to experience the level of growth we’ve had thus far. Everyone on the Options team joins with me enthusiastically as we move towards the next level of success with Hights Cross.”

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## About Hights Cross Communications :

Founded in 1997 and based in White Plains, NY, Hights Cross Communications is a premier educational and library publisher dedicated to creating the finest books, audio products, periodicals, software and online services, serving the following markets: K-12 supplemental education, public and school library publishing, and medical continuing education publishing. Hights Cross companies include: Sundance/Newbridge Educational Publishing (Northborough, MA), Triumph Learning (New York, NY), Recorded Books (Prince Frederick, MD), Chelsea House Publishers (Northborough, MA), Buckle Down Publishing (Iowa City, IA), and Oakstone Publishing (Birmingham, AL). For more information, visit [www.hightscross.com](http://www.hightscross.com).

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**Safe Harbor Statement :** This press release contains forward-looking statements. In some cases, you can identify forward-looking statements by terms such as “may,” “will,” “should,” “could,” “would,” “expect,” “plan,” “anticipate,” “believe,” “potential” and similar expressions intended to identify forward-looking statements. These statements reflect our current views with respect to future events and are based on assumptions and subject to risks and uncertainties. These risks, uncertainties and other factors may cause our actual results, performances or achievements to be materially different from those expressed or implied by our forward-looking statements. Factors that may cause our actual results to differ materially from our forward-looking statements include, among others, changes in external market factors, changes in our business or growth strategy, or an inability to execute our strategy due to changes in our industry or the economy generally, the emergence of new or growing competitors and various other competitive factors. In light of these risks and uncertainties, there can be no assurance that the events and circumstances described in forward-looking statements contained in this press release will in fact occur. You should read this press release completely and with the understanding that our actual results may be materially different from what we expect. We will not update these forward-looking statements, even though our situation may change in the future. We qualify all of our forward-looking statements by these cautionary statements.

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**End of Filing**

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