

Edgar Filing: HASBRO INC - Form 8-K

HASBRO INC
Form 8-K
January 04, 2008

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): January 4, 2008

HASBRO, INC.

(Exact name of registrant as specified in its charter)

RHODE ISLAND	1-6682	05-0155090
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(State of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1027 NEWPORT AVE., PAWTUCKET, RHODE ISLAND	02862
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(Address of Principal Executive Offices)	(Zip Code)

(401) 431-8697

(Registrant's telephone number, including area code)

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:

- ☐ 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))

Item 8.01 Other Events

On January 4, 2008 Hasbro, Inc. ("Hasbro") and Cranium, Inc., a Washington corporation ("Cranium") issued a press release announcing that Hasbro, along

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with Sunshine Acquisition Corporation, which is a wholly-owned subsidiary of Hasbro ("Acquisition Subsidiary"), had entered into an Agreement and Plan of Reorganization (the "Merger Agreement") with Cranium. The press release is furnished as an exhibit to this Current Report on Form 8-K and is incorporated herein.

Pursuant to the Merger Agreement, Acquisition Subsidiary will merge with and into Cranium, and Cranium will become a wholly-owned subsidiary of Hasbro. The consummation of the transactions contemplated by the Merger Agreement is subject to specified closing conditions, including the approval of Cranium's shareholders and obtaining necessary consents. Pursuant to the Merger Agreement, Hasbro will pay a base purchase price of \$77.5 million in cash, which amount is subject to adjustment either up or down based upon the value of Cranium's net assets on the closing date. The purchase price will be divided between repayment of Cranium's outstanding debt and payment to Cranium's shareholders.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

99 Press Release, dated January 4, 2008, of Hasbro, Inc.

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.

HASBRO, INC.

(Registrant)

Date: January 4, 2008

By: /s/ Deborah Thomas Slater

Deborah Thomas Slater

Senior Vice President and
Controller

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Exhibit Index

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Exhibit
No.

99 Press Release, Dated January 4, 2008, of Hasbro, Inc.