

HOME PRODUCTS INTERNATIONAL INC  
Form 8-K  
October 22, 2004

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**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)

**October 20, 2004**

**Home Products International, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
  
of Incorporation)

**0-17237**  
(Commission  
  
File Number)

**36-4147027**  
(IRS Employer  
  
Identification No.)

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**4501 West 47th Street, Chicago, IL**  
(Address of principal executive offices)

**60632**  
(Zip Code)

Registrant's telephone number, including area code

**(773) 890-1010**

(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:

- .. 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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**Items 7.01 and 8.01. Other Events and Regulation FD Disclosure.**

The Special Committee of the Board of Directors (the Special Committee) of Home Products International, Inc. (the Company) has determined that a proposal to acquire the Company made by Storage Acquisition Company, L.L.C. (the Acquirer), a company to be funded by Equity Group Investments, L.L.C., Joseph Gantz and an affiliate of Mr. Gantz (collectively, the Investors), is a Superior Company Proposal, as defined in the Agreement and Plan of Merger, dated as of June 2, 2004, by and between the Company and JRT Acquisition, Inc. (JRT), and amended by that certain First Amendment to Agreement and Plan of Merger, dated October 11, 2004 (the JRT Agreement). JRT was formed, and is wholly-owned, by James R. Tennant, the Company's President and Chief Executive Officer.

The Investors' proposed acquisition anticipates the acquisition of 100% of the Company's common stock through a tender offer, subject to a minimum tender of a majority of all of the outstanding shares (other than shares held by the Investors) and other customary conditions, for \$2.25 per share in cash (the Per Share Consideration). If the tender offer is consummated and other conditions are satisfied, it would be followed by a reverse stock split of the Company's outstanding common stock pursuant to an amendment to the Company's Certificate of Incorporation that would have the effect of reducing the number of stockholders of the Company to one, namely Acquirer. In such reverse stock split, the number of outstanding shares would be combined into a smaller number of shares such that the shares formerly held by each stockholder of the Company, other than Acquirer, would represent less than a whole share, and such stockholders would receive, in lieu of a fractional share, a cash payment equal to (x) the total number of shares held by such stockholder immediately prior to the stock split multiplied by (y) the Per Share Consideration.

In accordance with the terms of the JRT Agreement, the Special Committee has notified JRT of the Special Committee's determination. JRT's offer to increase the Per Share Merger Consideration to \$1.80 from \$1.50 expired October 20, 2004.

**SIGNATURE**

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.

Dated: October 22, 2004

**HOME PRODUCTS INTERNATIONAL, INC**

By: /s/ James E. Winslow

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James E. Winslow  
Executive Vice President and  
Chief Financial Officer