

Edgar Filing: SPIRENT PLC - Form 6-K

SPIRENT PLC
Form 6-K
December 12, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of December 2005

SPIRENT plc

(Translation of registrant's name into English)

Spirent House, Crawley Business Quarter, Fleming Way, Crawley, West Sussex
RH10 9QL, UK.

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F X Form 40-F.....

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No X

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- _____

NOTIFICATION OF MAJOR INTERESTS IN SHARES

1. Name of listed company

SPIRENT PLC

2. Name of shareholder with a major interest

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FIDELITY INTERNATIONAL LIMITED

3. Please state whether notification indicates that regarding the holding of the shareholder named in 2 above; in respect of a non-beneficial interest; or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18

SHAREHOLDER IN 2 ABOVE AND ITS DIRECT AND INDIRECT SUBSIDIARIES, BEING NON-BENEFICIAL HOLDERS

4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them

JP MORGAN BOURNEMOUTH (FPM)	9,686,114
STATE STR BK AND TR CO LNDN (FPM)	8,529,809
NORTHERN TRUST LONDON (FPM)	8,123,100
BANK OF NEW YORK BRUSSELS (FPM)	1,682,600
HSBC BANK PLC (FPM)	1,675,400
MELLON BANK (FPM)	1,663,300
BANKERS TRUST LONDON (FPM)	823,500
MIDLAND SECURITIES SERVICES (FPM)	371,200
CLYDESDALE BANK PLC (FPM)	118,700
JP MORGAN BOURNEMOUTH (FISL)	28,578,587
BROWN BROS HARRIMN LTD LUX (FIL)	33,975,986
BANK OF NEW YORK BRUSSELS (FIL)	415,700
NORTHERN TRUST LONDON (FIL)	136,100
JP MORGAN, BOURNEMOUTH (FII)	1,395,500
BNP PARIBAS, PARIS (FIGEST)	310,200
TOTAL	97,485,796

FPM = Fidelity Pension Management
FISL = Fidelity Investment Services Limited
FIL = Fidelity International Limited
FII = Fidelity Investments International
FIGEST = Fidelity Gestion

5. Number of shares / amount of stock acquired

NOT KNOWN

6. Percentage of issued class (any treasury shares held by the listed company should not be taken into account when calculating percentage)

NOT KNOWN

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7. Number of shares / amount of stock disposed

-

8. Percentage of issued class (any treasury shares held by the listed company should not be taken into account when calculating percentage)

-

9. Class of security

ORDINARY SHARES OF 3.3333 PENCE EACH

10. Date of transaction

NOT KNOWN

11. Date company informed

09 DECEMBER 2005

12. Total holding following this notification

97,485,796

13. Total percentage holding of issued class following this notification (any treasury shares held by the listed company should not be taken into account when calculating percentage)

10.09%

14. Any additional information

ON 11 NOVEMBER 2005 THE SHAREHOLDER REPORTED TO THE COMPANY THAT IT HAD INCREASED ITS HOLDING IN THE COMPANY TO 87,869,003 SHARES (9.10%).

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15. Name of contact and telephone number for queries

MICHAEL ANSCOMBE - 01293 767672

16. Name and signature of duly authorised company official of the listed company responsible for making this notification

MICHAEL ANSCOMBE - ASSISTANT COMPANY SECRETARY

Date of notification

12 DECEMBER 2005

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, thereunto duly authorized.

____LUKE THOMAS____

(Registrant)

Date 12 December 2005

By ____/s/ Luke Thomas____

(Signature)*

solid black; border-top-width: 0; border-left-width: 1; border-right-width: 1; border-bottom-width: 1">1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)3. Transaction Code (Instr. 8)4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)7. Nature of Indirect Beneficial Ownership (Instr. 4)CodeVAmount(A) or (D)Price Common Stock08/28/2014 U 29,023 (1) (2) D \$ 63 0 D Common Stock08/28/2014 U 360 (1) (3) D \$ 63 0 I By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
Employee stock option (right to buy)	\$ 28.65	08/28/2014		D	45,267	⁽⁴⁾ 11/04/2021	Common Stock 45,267
Employee stock option (right to buy)	\$ 25.32	08/28/2014		D	102,207	⁽⁴⁾ 08/10/2022	Common Stock 102,207
Employee stock option (right to buy)	\$ 25.85	08/28/2014		D	248,827	⁽⁴⁾ 08/23/2022	Common Stock 248,827
Performance Shares	⁽⁵⁾	08/28/2014		D	254,904	⁽⁵⁾ ⁽⁵⁾	Common Stock 254,904

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Connolly Sean C/O THE HILLSHIRE BRANDS COMPANY 400 SOUTH JEFFERSON STREET CHICAGO, IL 60607	X		Chief Executive Officer	

Signatures

/s/Alison M. Rhoten for Sean M. Connolly pursuant to power of attorney filed herewith. 09/02/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) In connection with the completion of a cash tender offer launched by Tyson Foods, Inc. ("Tyson") to purchase all of Issuer's issued and outstanding common stock (the "Tender Offer") pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of July 1, 2014, among Tyson, HMB Holdings, Inc. and Issuer.
- (2) This includes 8,099 restricted stock units. Pursuant to the Merger Agreement, these restricted stock units became fully vested at the acceptance time of the Tender Offer in exchange for the right to receive a cash payment equal to the number of shares of common stock subject to the restricted stock unit multiplied by \$63.00 per share.
- (3) These shares were tendered by the 401(k) plan trustee on the reporting person's behalf and on a non-volitional basis in a transaction that was exempt under Rule 16b-3(c).

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- (4) Pursuant to the Merger Agreement, these options were cancelled in exchange for a cash payment determined using the difference between the applicable exercise price of the option and the \$63.00 per share price as part of the Tender Offer.

- These performance shares represent unvested performance units relating to the 2013-2015 and 2014-2016 performance cycles that, pursuant to the Merger Agreement, were deemed vested assuming achievement of applicable performance metrics at the target amount (100%). The unvested performance units relating to the 2012-2014 performance cycle were deemed vested based on actual achievement of the performance metrics (149%).
- (5)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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