

CUBIC CORP /DE/  
Form 8-K  
August 21, 2003

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# 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

August 20, 2003

Date of Report (date of earliest event reported)

## CUBIC CORPORATION

(Exact name of Registrant as specified in charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**1-8931**  
(Commission File Number)

**95-1678055**  
(I.R.S. Employer Identification No.)

**9333 Balboa Avenue**  
**San Diego, California 92123**  
(Address of principal executive offices)

Registrant's telephone number, including area code: **(858) 277-6780**

**N/A**  
(Former name or former address, if changed since last report)

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### Item 5. Other Events

On August 20, 2003, Cubic Corporation, a Delaware corporation ("**Cubic**"), CDA Acquisition Corporation, a Delaware corporation and wholly-owned subsidiary of Cubic ("**Acquisition Sub**"), and ECC International Corp., a Delaware corporation ("**ECC**"), entered into a definitive Agreement and Plan of Merger (the "**Merger Agreement**") which contemplates the acquisition by Cubic, through Acquisition Sub, of all of the outstanding common stock of ECC in a two-step transaction comprised of a cash tender offer for all of the issued and outstanding shares of ECC common stock at a price of \$5.25 per share, net to the seller in cash, followed by a merger of Acquisition Sub with and into ECC. On August 21, 2003, Cubic and ECC issued a joint press release, which is filed as Exhibit 99.1 hereto and incorporated by reference herein,

announcing the execution of the Merger Agreement.

**Item 7. Financial Statements and Exhibits.**

(c) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Joint Press Release, issued by Cubic Corporation and ECC International Corp. on August 21, 2003.

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**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.

**CUBIC CORPORATION**

By: /s/ JOHN D. THOMAS

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John D. Thomas  
*Vice President, Finance and Treasurer*

Date: August 21, 2003

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[Item 5. Other Events](#)

[Item 7. Financial Statements and Exhibits.](#)

[SIGNATURE](#)