KAMAN CORP
Form 8-K
July 06, 2005

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) July 6, 2005 (July 6, 2005)

Kaman Corporation
(Exact name of registrant as specified in its charter)

Connecticut
(State or other jurisdiction of incorporation)

0-1093	06-0613548
(Commission File Number)	(IRS Employer Identification No.)
1332 Blue Hills Avenue, Bloomfield, Connecticut	06002
(Address of principal executive offices)	(Zip Code)

(860) 243-7100 Registrant's telephone number, including area code

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

[x] Written communication 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))

INFORMATION TO BE INCLUDED IN THE REPORT

Item 8.01. Other Events.

The Company announced that on June 29, 2005 it received a letter from Mason Capital Management ("Mason"), who is also a party to the previously disclosed agreement between Mason and the Kaman family, in which Mason represented that it owned 55,642 shares of Class B common stock and requested that it be permitted to review a list of the holders of Class B common stock in connection with its intention to purchase all outstanding shares of Class B common stock. As of this date, the Company has refused to comply with Mason's request as it believes that Mason has not met the statutory requirements necessary to obtain such a stockholder list.

In addition, on July 6, 2005, as permitted under the Company's previously disclosed recapitalization agreement with members of the Kaman family, the Company submitted certain questions to arbitration as to whether or not the proposed transaction contemplated by the previously disclosed agreement between the Kaman family and Mason constitutes a "qualifying alternative transaction" under the recapitalization agreement. The Company also sent letters to the Kaman family and Mason requesting certain information regarding their discussions with respect to the Kaman family's shares of Class B common stock.

Further detail on the proposed recapitalization and recapitalization agreement can be found in the recapitalization agreement, which was filed as Exhibit 2.1 to a Form 8-K filed by the Company on June 8, 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, hereunto duly authorized.

KAMAN CORPORATION

By: /s/ Robert M. Garneau

Robert M. Garneau
Executive Vice President and
Chief Financial Officer

Dated: July 6, 2005