

BENCHMARK ELECTRONICS INC

Form S-4

November 06, 2006

As filed with the Securities and Exchange Commission on as filed on November 6, 2006

Registration No. []

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-4

REGISTRATION STATEMENT

Under
THE SECURITIES ACT OF 1933

Benchmark Electronics, Inc.

(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction of
incorporation or organization)

3672
(Primary Standard Industrial
Classification Code Number)

74-2211011
(I.R.S. Employer
Identification No.)

3000 Technology Drive
Angleton, Texas 77515
Telephone: (979) 849-6550

(Address, including Zip code, and telephone number, including
area code, of registrant's principal executive offices)

Cary T. Fu
3000 Technology Drive
Angleton, Texas 77515
Telephone: (979) 849-6550

(Name, address, including Zip code, and telephone number,
including area code, of agent for service)

Copies to:

Mark I. Greene, Esq.
Cravath, Swaine & Moore LLP
Worldwide Plaza
825 Eighth Avenue
New York, New York 10019
Telephone: (212) 474-1000

Allen J. Berning
Pemstar Inc.
3535 Technology Drive, N.W.
Rochester, Minnesota 55901
Telephone: (507) 280-2385

Timothy S. Hearn, Esq.
Dorsey & Whitney LLP
50 South Sixth Street
Suite 1500
Minneapolis, Minnesota 55402
Telephone: (612) 340-2600

Approximate date of commencement of proposed sale of the securities to the public: Upon consummation of the merger.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered(1)	Amount to Be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.10 per share	8,385,113 (2)	N/A	\$ 207,793,582 (3)	\$ 22,234 (4)

(1) This Registration Statement relates to securities of the registrant issuable to holders of common stock, par value \$0.01 per share (Pemstar common stock), of Pemstar Inc., a Minnesota corporation (Pemstar), in the proposed merger of Autobahn Acquisition Corp., a Minnesota corporation and a wholly owned subsidiary of the registrant (Merger Sub), with and into Pemstar.

(2) Based on the maximum number of shares to be issued in connection with the merger, calculated as the product of (a) 52,406,956, the aggregate number of shares of Pemstar common stock outstanding as of October 13, 2006 (other than shares owned by Pemstar, Merger Sub or the registrant) or issuable pursuant to the exercise of outstanding options (other than options held by Pemstar non-employee directors which will be cancelled in exchange for lump sum cash payments), convertible notes and warrants prior to the date the merger is expected to be completed and (b) an exchange ratio of 0.160 of a share of the registrant s common stock for each share of Pemstar common stock.

(3) Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act, and calculated pursuant to Rule 457(f) under the Securities Act. Pursuant to Rule 457(f)(1) under the Securities Act, the proposed maximum aggregate offering price of the registrant s common stock was calculated based upon the market value of shares of Pemstar common stock (the securities to be cancelled in the merger) in accordance with Rule 457(c) under the Securities Act as follows: (a) \$3.965, the average of the high and low prices per share of Pemstar common stock on November 1, 2006, as reported by the Nasdaq Global Market, multiplied by (b) 52,406,956, the aggregate number of shares of Pemstar common stock outstanding as of October 13, 2006 (other than shares owned by Pemstar, Merger Sub or the registrant) or issuable pursuant to the exercise of outstanding options (other than options held by Pemstar non-employee directors which will be cancelled in exchange for lump sum cash payments), convertible notes and warrants prior to the date the merger is expected to be completed.

(4) Calculated by multiplying the proposed maximum offering price for all securities by 0.000107.

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Subject To Completion Dated November 6, 2006

The information in this proxy statement/prospectus is not complete and may be changed. Benchmark may not distribute or issue the shares of Benchmark common stock being registered pursuant to this registration statement until the registration statement filed with the Securities and Exchange Commission is effective. This proxy statement/prospectus is not an offer to sell these securities and Benchmark is not soliciting an offer to buy these securities in any state where such offer or sale is not permitted.

**3535 Technology Drive, N.W.
Rochester, Minnesota 55901**

[], 2006

Dear Shareholder:

You are cordially invited to attend a special meeting of the shareholders of Pemstar Inc. to be held at 3535 Technology Drive, N.W., Rochester, Minnesota, on [], at [], Central Time.

As described in the enclosed proxy statement/prospectus, at the special meeting you will be asked to consider and vote upon a proposal to adopt an Agreement and Plan of Merger that Pemstar entered into on October 16, 2006, with Benchmark Electronics, Inc. and Autobahn Acquisition Corp., a wholly-owned subsidiary of Benchmark. Autobahn is a corporation that was incorporated solely to facilitate the merger. If holders of record of a majority of Pemstar outstanding common stock, as of [], 2006, vote to adopt the merger agreement, and the other conditions in the merger agreement are satisfied or waived, Autobahn will be merged with and into Pemstar and Pemstar will become a wholly-owned subsidiary of Benchmark.

As further described in this proxy statement/prospectus, in the merger each Pemstar shareholder will receive the right to 0.160 of a share of Benchmark common stock, plus cash for any fractional shares, in exchange for each outstanding share of Pemstar common stock immediately prior to the completion of the merger.

Benchmark common stock is listed on the New York Stock Exchange under the trading symbol BHE. On October 16, 2006, the closing sale price of Benchmark common stock was \$28.93. Based on that closing price, the value of the per share consideration to be received by Pemstar shareholders would be \$4.63.

Pemstar's board of directors and a special committee have determined that the merger is fair to and in the best interests of the Pemstar shareholders, and have unanimously approved the merger agreement, the merger and the other transactions contemplated by the merger agreement. Accordingly, the Pemstar board of directors and the special committee recommend that the Pemstar shareholders vote **FOR** adoption of the merger agreement.

Your vote is very important, regardless of the number of shares you own. Pemstar cannot complete the merger unless the merger agreement is adopted by the affirmative vote of the holders of a majority of the outstanding shares of Pemstar's common stock. **Because the affirmative vote required to adopt the merger agreement is based upon the total number of outstanding shares of Pemstar common stock, the failure to submit a proxy card or to vote online via the Internet, by telephone or in person, or the abstention from voting by a shareholder will have the same effect as a vote AGAINST adoption of the merger agreement.**

The accompanying notice of special meeting, proxy statement/prospectus and proxy card explain the proposed merger and provide specific information concerning the special meeting. Please read these materials carefully. **In particular, please read Risk Factors beginning on page 10.**

Allen J. Berning
Chief Executive Officer

Neither the Securities and Exchange Commission nor any state securities regulator has approved or disapproved the merger described in this proxy statement/prospectus or the Benchmark common stock to be issued in connection with the merger or determined if this proxy statement/prospectus is accurate or adequate. Any representation to the contrary is a criminal offense.

This proxy statement/prospectus is dated [], 2006
and is first being mailed to shareholders of Pemstar on or about [], 2006

REFERENCES TO ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates by reference important business and financial information about Benchmark and Pemstar from documents that are not included in or delivered with this proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference in this proxy statement/prospectus by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

BENCHMARK ELECTRONICS, INC.
3000 Technology Drive
Angleton, Texas 77515
Attention: Secretary
Telephone: (979) 849-6550

PEMSTAR INC.
3535 Technology Drive, N.W.
Rochester, Minnesota 55901
Attention: Secretary
Telephone: (507) 535-4104

If you would like to request documents, please do so by [] in order to receive them before the special meeting.

See **Where You Can Find More Information** on page 71.

PEMSTAR INC.
3535 TECHNOLOGY DRIVE N.W.
ROCHESTER, MN 55901

NOTICE OF SPECIAL MEETING
OF SHAREHOLDERS
TO BE HELD ON []

TO THE SHAREHOLDERS OF PEMSTAR INC.:

NOTICE IS HEREBY GIVEN that a special meeting of shareholders of PEMSTAR Inc. (Pemstar) will be held at 3535 Technology Drive N.W., Rochester, Minnesota on [], at [] Central Time, to consider and vote upon a proposal to adopt an Agreement and Plan of Merger dated as of October 16, 2006, by and among Benchmark Electronics, Inc., a Texas corporation (Benchmark), Autobahn Acquisition Corp., a Minnesota corporation and wholly-owned subsidiary of Benchmark (Merger Sub), and Pemstar. Pursuant to the terms of the merger agreement, Merger Sub will be merged with and into Pemstar, Pemstar will become a wholly-owned subsidiary of Benchmark and all outstanding shares of common stock of Pemstar will be converted into the right to receive shares of Benchmark common stock.

The merger is more fully described in, and the merger agreement is attached in its entirety to, the proxy statement/prospectus which accompanies this notice.

Pemstar shareholders of record at the close of business on [], 2006 are the only persons entitled to notice of and to vote at the special meeting or any postponement or adjournment thereof.

Your attention is directed to the accompanying proxy statement/prospectus. **Whether or not you plan to be personally present at the special meeting, please complete, sign, date and mail the enclosed proxy card as promptly as possible in order to save us further solicitation expense.** If you later desire to revoke your proxy, you may do so at any time before it is exercised. Please return your proxy card in the enclosed envelope for which no postage is required if mailed in the United States.

BY ORDER OF THE BOARD OF DIRECTORS
Allen J. Berning
Chief Executive Officer

[], 2006

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