

Veri-Tek International, Corp.  
Form 8-K  
December 04, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of report (Date of the earliest event reported) November 30, 2006**

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**VERI-TEK INTERNATIONAL, CORP.**

**(Exact Name of Registrant as Specified in Its Charter)**

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

**001-32401**  
**(Commission File Number)**

**42-1628978**  
**(IRS Employer**  
**Identification No.)**

**50120 Pontiac Trail, Wixom, Michigan 48393**

**(Address of Principal Executive Offices) (Zip Code)**

**(248) 560-1000**

**(Registrant's Telephone Number, Including Area Code)**

**(Former Name or Former Address, if Changed Since Last Report)**

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## Edgar Filing: Veri-Tek International, Corp. - Form 8-K

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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**Item 2.01 Completion of Acquisition or Disposition of Assets.**

Effective November 30, 2006, the Company, through its wholly owned subsidiary, Manitek Liftking, ULC, an Alberta unlimited liability company ( Manitek Liftking ) completed the acquisition (the Acquisition ) of all of the assets of Liftking Industries, Inc. an Ontario, Canada corporation ( Liftking ). The Acquisition was completed pursuant to the terms and conditions of the Asset Purchase Agreement dated October 19, 2006 with Liftking Industries, Inc., a copy of which was attached as Exhibit 2.1 to the Company's current Report on Form 8-K, filed October 23, 2006, and which is incorporated herein by reference. The aggregate consideration (the Consideration ) paid in connection with the Acquisition was approximately CAD\$8.0 million, which is subject to post-closing working capital adjustment. The Consideration was paid with (i) CAD\$3.7 million, (ii) 266,000 exchangeable shares of common stock of Manitek Liftking, and (iii) a Non-Negotiable Subordinated Promissory Note for approximately CAD\$3.2 million. The remaining portion of the consideration is composed of the Company's assumption of approximately CAD\$2.8 million of indebtedness of Liftking.

A copy of the press release issued by the Company announcing the completion of the Acquisition is filed as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements Exhibits.**

(a) *Financial Statements of Business Acquired.*

The required financial statements will be filed as soon as practicable, but in any event no later than 71 calendar days after the date by which this Current Report on Form 8-K is required to be filed.

(b) *Pro Forma Financial Information.*

The required pro forma information will be filed as soon as practicable, but in any event no later than 71 calendar days after the date by which this Current Report on Form 8-K is required to be filed.

(c) *Shell Company Transactions.*

Not applicable.

(d) *Exhibits.*

See the Exhibit Index set forth below for a list of exhibits included with this Current Report on Form 8-K.

**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned thereunder duly authorized.

**VERI-TEK INTERNATIONAL, CORP.**

By: /s/ Michael C. Azar

Name: Michael C. Azar

Title: Vice President

Date: December 4, 2006

**EXHIBIT INDEX**

| <b>Exhibit Number</b> | <b>Description</b>                    |
|-----------------------|---------------------------------------|
| 99.1                  | Press release dated December 4, 2006. |