

TELEFLEX INC
Form 8-K
July 27, 2005

Table of Contents

**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 26, 2005

TELEFLEX INCORPORATED

(Exact name of Registrant as Specified in Its Charter)

Delaware

1-5353

23-1147939

(State or Other Jurisdiction
of Incorporation or Organization)

(Commission File Number)

(IRS Employer
Identification No.)

155 South Limerick Road, Limerick, Pennsylvania

19468

(Address of Principal Executive Offices)

(Zip Code)

Registrant's Telephone Number, Including Area Code

(610) 948-5100

Not applicable

(Former Name or Former Address, If Changed Since Last Report)

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))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

TABLE OF CONTENTS

Item 2.02. Results of Operations and Financial Condition.

Item 9.01. Financial Statements and Exhibits.

SIGNATURES

EXHIBIT INDEX

PRESS RELEASE

PRO FORMA SEGMENT RESULTS OF OPERATIONS TO REFLECT DISCONTINUED
OPERATIONS

Table of Contents

Item 2.02. Results of Operations and Financial Condition.

On July 26, 2005, Teleflex Incorporated (the Company) issued a press release (the Press Release) announcing its financial results for the second quarter. A copy of the press release is furnished as Exhibit 99.1 to this Current Report.

In addition to the financial information included in the Press Release that has been prepared in accordance with generally accepted accounting principles in the United States (GAAP), the Press Release includes information regarding free cash flow and certain income measures which exclude the effect of restructuring and other costs associated with the Company s restructuring and divestiture program, which are non-GAAP financial measures.

Management believes that free cash flow is a useful measure of cash performance because it provides a meaningful representation of those cash flows, both operating and capital, that are associated with the Company s operations. In addition, management believes that the use of income measures that exclude the effect of restructuring and other costs associated with the Company s restructuring and divstiture program provides useful information to investors to facilitate the comparison of past and present operations, excluding items that the Company does not believe are indicative of our ongoing operations. However, such non-GAAP measures should be considered in addition to, not as a substitute for, or superior to other financial measures prepared in accordance with GAAP. Additionally, such non-GAAP financial measures as presented by the Company may not be comparable to similarly titled measures reported by other companies.

During a conference call scheduled to be held at 10:00 a.m. EST on July 27, 2005, the Company will discuss its financial results for the second quarter of 2005. In connection with this discussion, the Company plans to reference certain financial information reflecting pro forma segment results of operations for 2004 and for the first and second quarters of 2005 to reflect discontinued operations, which will be made available in advance of the call through the Company s website. A copy of such financial information is furnished as Exhibit 99.2 to this Current Report.

The information furnished pursuant to Item 2.02 of this Current Report, including Exhibit 99.1 hereto, shall not be considered filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of such section, nor shall it be incorporated by reference into future filings by the Company under the Securities Act of 1933, as amended or under the Securities Exchange Act of 1934, as amended, unless the Company expressly sets forth in such future filing that such information is to be considered filed or incorporated by reference therein.

Table of Contents

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press Release

99.2 Pro Forma Segment Results of Operations to Reflect Discontinued Operations

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.

Date: July 27, 2005

TELEFLEX INCORPORATED

By: /s/ Martin S. Headley
Name: Martin S. Headley
Title: Executive Vice President and
Chief Financial Officer

Table of Contents

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|--|
| 99.1 | Press Release |
| 99.2 | Pro Forma Segment Results of Operations to Reflect Discontinued Operations |