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BEAR STEARNS COMPANIES INC
Form 8-K
July 23, 2003

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

Date of Report (Date of earliest event reported) July 17, 2003

THE BEAR STEARNS COMPANIES INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|--|---|
| DELAWARE ----- (State or other jurisdiction of incorporation) Number) | File No. 1-8989 ----- (Commission File Number) | 13-3286161 ----- (IRS Employer Identification) |
|---|--|---|

| | |
|---|------------------------------|
| 383 Madison Avenue, New York, New York ----- (Address of principal executive offices) | 10179 ----- (zip code) |
|---|------------------------------|

Registrant's telephone number, including area code: (212) 272-2000

Not Applicable

(former name or former address, if changed since last report)

Item 5. Other Events

Filed herewith are copies of:

- (a) Underwriting Agreement, dated July 17, 2003, between The Bear Stearns Companies Inc. (the "Company") and Bear, Stearns & Co. Inc.
- (b) Warrant Agreement, dated July 9, 2003, between the Company and JPMorgan Chase Bank, as Warrant Agent (the "Warrant Agent").
- (c) First Supplemental Warrant Agreement, dated July 17, 2003, among the Company, the Warrant Agent and Bear, Stearns & Co. Inc.
- (d) Form of Accelerated Market Participation Securities Linked to the S&P 500 Index.

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- (e) Opinion of Cadwalader, Wickersham & Taft LLP as to legality of the Accelerated Market Participation Securities Linked to the S&P 500 Index to be issued by the Company.
- (f) Opinion of Cadwalader, Wickersham & Taft LLP as to certain federal income tax consequences described in the Prospectus Supplement dated July 17, 2003 to the Prospectus dated April 24, 2003, included in the Registration Statement on Form S-3 filed by the Company (Registration No. 333-104455).
- (g) Consent of Cadwalader, Wickersham & Taft LLP.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

- (a) Financial Statements of Businesses Acquired:

Not applicable.

- (b) Pro Forma Financial Information:

Not applicable.

- (c) Exhibits:

The following exhibits are incorporated by reference into the Registration Statement on Form S-3 (Registration No. 333-104455) as exhibits to such Registration Statement:

- 1(j) Underwriting Agreement, dated July 17, 2003, between the Company and Bear, Stearns & Co. Inc.
- 4(c)(11) Warrant Agreement, dated July 9, 2003, between the Company and the Warrant Agent (incorporated by reference to Exhibit 4.1(a) to the registrant's registration statement on Form 8-A filed on July 17, 2003).
- 4(c)(12) First Supplemental Warrant Agreement, dated July 17, 2003, among the Company, the Warrant Agent and Bear, Stearns & Co. Inc. (incorporated by reference to Exhibit 4.1(b) to the registrant's registration statement on Form 8-A filed on July 17, 2003).
- 4(c)(13) Form of Accelerated Market Participation Securities Linked to the S&P 500 Index.
- 5(a) Opinion of Cadwalader, Wickersham & Taft as to legality of the Accelerated Market Participation Securities Linked to the S&P 500 Index to be issued by the Company.
- 8(a) Opinion of Cadwalader, Wickersham & Taft LLP as to certain federal income tax consequences (Included in Exhibit 5(a)).
- 23(c) Consent of Cadwalader, Wickersham & Taft LLP (Included in Exhibit 5(a)).

SIGNATURES

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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 thereunto duly authorized.

THE BEAR STEARNS COMPANIES INC.

By: /s/ Marshall J Levinson

Marshall J Levinson
Controller
(Principal Accounting Officer)

Dated: July 23, 2003

THE BEAR STEARNS COMPANIES INC.

FORM 8-K

CURRENT REPORT

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|---|
| 1(j) | Underwriting Agreement, dated July 17, 2003, between the Company and Bear, Stearns & Co. Inc. |
| 4(c) (11) | Warrant Agreement, dated July 9, 2003, between the Company and the Warrant Agent (incorporated by reference to Exhibit 4.1(a) to the registrant's registration statement on Form 8-A filed on July 17, 2003). |
| 4(c) (12) | First Supplemental Warrant Agreement, dated July 17, 2003, among the Company, the Warrant Agent and Bear, Stearns & Co. Inc. (incorporated by reference to Exhibit 4.1(b) to the registrant's registration statement on Form 8-A filed on July 17, 2003). |
| 4(c) (13) | Form of Accelerated Market Participation Securities Linked to the S&P 500 Index. |
| 5(a) | Opinion of Cadwalader, Wickersham & Taft as to legality of the Accelerated Market Participation Securities Linked to the S&P 500 Index to be issued by the Company. |
| 8(a) | Opinion of Cadwalader, Wickersham & Taft LLP as to certain federal income tax consequences (Included in Exhibit 5(a)) . |
| 23(c) | Consent of Cadwalader, Wickersham & Taft LLP (Included in Exhibit 5(a)). |

