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BELDEN CDT INC.
Form 8-K
December 08, 2006

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

DATED DECEMBER 8, 2006

OF

BELDEN CDT INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN CHARTER)

DELAWARE

001-12561

36-3601505

(STATE OR OTHER JURISDICTION)

(COMMISSION FILE NUMBER)
OF INCORPORATION)

(IRS EMPLOYER
IDENTIFICATION NO)

7701 FORSYTH BOULEVARD, SUITE 800
ST. LOUIS, MISSOURI 63105

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(314) 854-8000

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

N/A

(FORMER NAME OR FORMER ADDRESS, IF CHANGED SINCE LAST REPORT)

CHECK THE APPROPRIATE BOX BELOW IF THIS 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 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

See Item 3.03 below.

ITEM 3.03 MATERIAL MODIFICATION TO RIGHTS OF SECURITY HOLDERS

On December 8, 2006, Belden CDT Inc., a Delaware corporation (the "Company"), entered into an amendment ("Amendment No. 2") to the Company's existing Rights Agreement dated as of December 11, 1996, and as amended on November 15, 2004 (the "Rights Agreement"), between the Company and Computershare Trust Company, N.A., successor to The First National Bank of Boston (the "Rights Agent").

Amendment No. 2. extends the expiration date of the Rights Agreement for an additional ten years to December 9, 2016, and implements a Three Year Independent Director Evaluation (TIDE) provision pursuant to which a committee comprised of independent directors (the "TIDE Committee") will review the Rights Agreement every three years (or earlier upon receipt of an acquisition proposal) to determine whether the Rights Agreement remains in the best interests of the Company and its stockholders. Following each such review, the TIDE Committee will communicate its conclusions to the full Board of Directors, including any recommendation in light thereof as to whether the Rights Agreement should be modified or the Rights should be redeemed.

In addition, Amendment No. 2 reestablishes the Purchase Price per one one-thousandth of a share of Preferred Stock at \$150, subject to adjustment.

A copy of Amendment No. 2 is attached hereto as Exhibit 4.2(a) and is incorporated herein by reference. The foregoing description of Amendment No. 2 is qualified in its entirety by reference to Amendment No. 2.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

4.2(a) Amendment No. 2, dated as of December 8, 2006, to the Rights Agreement (incorporated by reference from the Company's Registration Statement on Form 8-A/A as filed with the Securities and Exchange Commission on December 8, 2006).

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.

BELDEN CDT Inc.

Date: December 8, 2006

By: /s/ Kevin L. Bloomfield

Kevin L. Bloomfield
Secretary

EXHIBIT INDEX

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Exhibit Number -----	Description -----
4.2(a)	Amendment No. 2, dated as of December 8, 2006, to the Rights Agreement (incorporated by reference from the Company's Registration Statement on Form 8-A/A as filed with the Securities and Exchange Commission on December 8, 2006)