

HOME PRODUCTS INTERNATIONAL INC
Form 8-K
June 03, 2004

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): June 2, 2004

Home Products International, Inc.

(Exact name of registrant as specified in its chapter)

Delaware
(State or other jurisdiction)

of incorporation)

4501 West 47th Street, Chicago, IL
(Address of principal executive offices)

0-17237
(Commission File Number)

Registrant's telephone number, including area code (773) 890-1010

36-4147027
(IRS Employer

Identification No.)

60632
(Zip Code)

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

Item 5. Other Events and Regulation FD Disclosure.

On June 2, 2004, Home Products International, Inc., a Delaware corporation (the Company), and JRT Acquisition, Inc., a Delaware corporation (JRT Acquisition), entered into an Agreement and Plan of Merger (the Merger Agreement), pursuant to which JRT Acquisition, an entity formed by James R. Tennant, the Company's Chairman and Chief Executive Officer, will merge with and into the Company (the Merger). A copy of the Merger Agreement is attached hereto as Exhibit 99.1. Pursuant to the Merger Agreement, each outstanding share of the Company's common stock will be exchanged for the right to receive \$1.50 in cash. The Merger is conditioned upon, among other things, approval by the Company's stockholders at a special meeting called for that purpose and approval by holders of a majority of shares of the common stock present or represented by proxy at the meeting that are not held by JRT Acquisition, James R. Tennant, any other equityholder of JRT Acquisition, or any of their respective affiliates. Upon consummation of the Merger, the common stock of the Company will no longer be publicly traded. The foregoing description of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, a copy of which is attached hereto as Exhibit 99.1.

Mr. Tennant has also entered into a Voting Agreement with the Company, a copy of which is attached hereto as Exhibit 99.2, pursuant to which he has agreed to vote his shares of the Company's common stock in favor of the Merger Agreement and the Merger.

On June 2, 2004, the Company issued a press release related to the Merger attached hereto as Exhibit 99.2. The information contained in the press release is incorporated herein by reference.

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

(c) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	Agreement and Plan of Merger by and between Home Products International, Inc. and JRT Acquisition, Inc., dated as of June 2, 2004.
99.2	Voting Agreement by and between Home Products International, Inc. and James R. Tennant, dated as of June 2, 2004.
99.3	Press Release, dated June 2, 2004.

SIGNATURE

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.

Dated: June 2, 2004

HOME PRODUCTS INTERNATIONAL, INC.

By: \s\ JAMES E. WINSLOW

James E. Winslow
Executive Vice President and

Chief Financial Officer

EXHIBIT INDEX

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