

RICHARDSON ELECTRONICS LTD/DE

Form 8-K

December 14, 2009

**UNITED STATES**  
**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): December 11, 2009

**RICHARDSON ELECTRONICS, LTD.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction)

0-12906  
(Commission)

36-2096643  
(IRS Employer)

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of incorporation)

File Number)

Identification No.)

**40W267 Keslinger Road, P.O. Box 393, LaFox, Illinois**

(Address of principal executive offices)

**60147-0393**

(Zip Code)

**Registrant's telephone number, including area code: (630) 208-2200**

(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 (see General Instruction A.2. below):

- .. 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))

**Item 2.04 Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.**

On December 11, 2009, Richardson Electronics, Ltd. (the Company) notified the holders of the Company's 8.0% Convertible Senior Subordinated Notes due 2011 (the Notes) that it has elected to redeem all \$7,670,000 in aggregate principal amount outstanding. The Notes will be redeemed on January 11, 2010 (the Redemption Date). The Notes will be redeemed at a redemption price equal to 100% of the principal amount thereof, plus accrued and unpaid interest to, but not including, the Redemption Date. The Notes were issued pursuant to the Indenture, dated as of November 21, 2005, by and among the Company, Law Debenture Trust Company of New York, a New York banking corporation, as Trustee and The Bank of New York Mellon Trust Company, National Association (as successor to JPMorgan Trust Company, National Association), as Registrar, Paying Agent and Conversion Agent, in the original aggregate principal amount of \$25,000,000. The Company has previously repurchased \$17,330,000 in aggregate principal amount of the Notes.

**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.

RICHARDSON ELECTRONICS, LTD.

Date: December 14, 2009

By: /s/ KYLE C. BADGER  
Name: **Kyle C. Badger**  
Title: **Executive Vice President, General Counsel and Secretary**