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ENERGIZER HOLDINGS INC
Form 8-K/A
May 30, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDED
FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of

THE SECURITIES EXCHANGE ACT OF 1934

Date of Original Report: April 4, 2003

Date of Amendment: May 30, 2003

ENERGIZER HOLDINGS, INC.

(Exact name of Registrant as specified in its charter)

MISSOURI

1-15401

No. 43-1863181

(State or Other
Jurisdiction of
Incorporation)

(Commission File Number)

(IRS Employer
Identification Number)

533 MARYVILLE UNIVERSITY DRIVE, ST. LOUIS, MO

63141

(Address of Principal Executive Offices)

(Zip Code)

(314) 985-2000

(Registrant's telephone number, including area code)

Item 2. Acquisition or Disposition of Assets.

On March 28, 2003, the registrant and its affiliated subsidiaries completed the acquisition of the worldwide Schick Wilkinson-Sword business (the "SWS Business") of Pfizer, Inc. The SWS Business is engaged in the business of researching, developing, manufacturing, marketing, distributing and selling men's and women's shaving products and systems, as well as manicure, toiletry and sword products. The assets acquired included the capital stock of approximately 10 Pfizer subsidiaries engaged in the SWS Business, as well as manufacturing and other operating assets of the SWS Business in approximately 30 other countries worldwide, for an aggregate purchase price of Nine Hundred and Thirty Million Dollars (\$930,000,000), subject to adjustment to reflect working capital of the SWS Business as of closing. Following the acquisition, registrant intends to continue the operation of the SWS Business. Registrant obtained the funds for the acquisition through a combination of borrowings or receipts under (i) a 364-Day Bridge Term Loan Credit Agreement, (ii) a 5-Year

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Revolving Credit Agreement, (iii) a 364-Day Credit Agreement, and (iv) an Asset Securitization Receivable Purchase Agreement, as well as through cash on hand.

Item 7. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired

AUDITED ANNUAL COMBINED FINANCIAL STATEMENTS OF SCHICK-WILKINSON SWORD:

Independent Auditors' Report

Combined Balance Sheets as of December 31, 2002 and 2001

Combined Statements of Income for the years ended
December 31, 2002, 2001 and 2000

Combined Statements of Business Unit Equity for the years ended
December 31, 2002, 2001 and 2000

Combined Statements of Cash Flows for the years ended
December 31, 2002, 2001 and 2000

Notes to Combined Financial Statements

INDEPENDENT AUDITORS' REPORT

The Board of Directors
Pfizer Inc:

We have audited the accompanying combined balance sheets of Schick (a business unit of Pfizer Inc) as of December 31, 2002 and 2001, and the related combined statements of income, business unit equity, and cash flows for each of the years in the three-year period ended December 31, 2002. These combined financial statements are the responsibility of Pfizer Inc.'s management. Our responsibility is to express an opinion on these combined financial statements based on our audit.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Schick (a business unit of Pfizer Inc) as of December 31, 2002 and 2001, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2002 in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 2 to the combined financial statements, effective January 1, 2002, Schick (a business unit of Pfizer Inc) adopted the provisions of Statement of Financial Accounting Standards (SFAS) 142, Goodwill and Other Intangible Assets.

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/s/ KPMG LLP

New York, New York
May 9, 2003

SCHICK-WILKINSON SWORD
(A BUSINESS UNIT OF PFIZER INC)
COMBINED BALANCE SHEETS
(DOLLARS IN THOUSANDS)

	December 31,	
	2002	2001
	----	----
ASSETS		
Current assets:		
Cash	\$ 1,493	\$ 8,733
Accounts receivable, less allowance for doubtful accounts: 2002- \$1,708; 2001 - \$3,059	169,613	150,254
Inventories	98,024	84,851
Deferred income taxes	12,328	11,745
Prepaid expenses and other current assets	16,912	11,467
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Total current assets	298,370	267,050
Property, plant and equipment, net	210,954	186,293
Goodwill	47,957	43,744
Other intangible assets, net	41,806	38,620
Deferred income taxes	7,938	2,382
Other noncurrent assets	4,219	3,343
	-----	-----
Total assets	\$611,244	\$541,432
	=====	=====
LIABILITIES AND BUSINESS UNIT EQUITY		
Current liabilities:		
Accounts payable	\$ 47,191	\$ 38,069
Income taxes payable	35,819	32,079
Deferred income taxes	2,017	--
Accrued compensation and related items	12,759	9,831
Other current liabilities	68,087	66,941
	-----	-----
Total current liabilities	165,873	146,920
Deferred income taxes	24,476	20,471
Other noncurrent liabilities	46,163	27,419
	-----	-----
Total liabilities	236,512	194,810
	-----	-----
Business unit equity	423,662	397,255
Accumulated other comprehensive expense	(48,930)	(50,633)
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Total business unit equity	374,732	346,622

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Total liabilities and business unit equity. . .	\$611,244	\$541,432
	=====	=====

See accompanying notes to combined financial statements.

SCHICK-WILKINSON SWORD
(A BUSINESS UNIT OF PFIZER INC)
COMBINED STATEMENTS OF INCOME
(DOLLARS IN THOUSANDS)

	Years ended December 31,		
	2002	2001	2000
	----	----	----
Net sales	\$651,666	\$624,758	\$678,341
Cost of sales	269,689	252,124	266,389
Gross Profit.	381,977	372,634	411,952
Costs and expenses:			
Marketing and distribution expenses. . .	244,634	242,723	263,319
Research and development expenses. . .	27,100	25,814	20,166
General and administrative expenses. . .	35,502	30,914	30,696
Corporate overhead costs	11,021	5,360	7,189
Merger-related costs	1,496	7,956	1,653
Other (income) / deductions --net. . . .	675	(1,898)	(1,367)
Income before provision for taxes on income	61,549	61,765	90,296
Provision for taxes on income	23,269	23,050	33,684
Net income.	\$ 38,280	\$ 38,715	\$ 56,612
	=====	=====	=====

See accompanying notes to combined financial statements.

SCHICK-WILKINSON SWORD
(A BUSINESS UNIT OF PFIZER INC)
COMBINED STATEMENTS OF BUSINESS UNIT EQUITY
(DOLLARS IN THOUSANDS)

	Accumulated Other Business Unit Comprehensive Equity	Inc/ (Exp)	Total
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Balance January 1, 2000.	\$411,800	\$ (13,613)	\$398,187

Comprehensive income:			
Net income.	56,612		56,612
Other comprehensive inc / (exp) - net of tax:			
currency translation adjustment		(22,871)	(22,871)

Total comprehensive income			33,741
Other activity with Pfizer	(48,882)		(48,882)
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Balance December 31, 2000.	419,530	(36,484)	383,046

Comprehensive income:			
Net income.	38,715		38,715
Other comprehensive inc / (exp) - net of tax:			
minimum pension liability		(13,254)	(13,254)
currency translation adjustment		(895)	(895)

Total comprehensive income			24,566
Cash dividends paid to Pfizer.	(19,000)		(19,000)
Other activity with Pfizer	(41,990)		(41,990)
	-----	-----	-----
Balance December 31, 2001.	397,255	(50,633)	346,622

Comprehensive income:			
Net income.	38,280		38,280
Other comprehensive inc / (exp) - net of tax:			
minimum pension liability		(12,692)	(12,692)
currency translation adjustment		14,395	14,395

Total comprehensive income			39,983
Cash dividends paid to Pfizer.	(24,986)		(24,986)
Other activity with Pfizer	13,113		13,113
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Balance December 31, 2002.	\$423,662	\$ (48,930)	\$374,732
	=====	=====	=====