

PROQUEST CO  
Form 8-K/A  
February 10, 2005

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington D.C., 20549

**Form 8-K/A**

**Current Report**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date Of Report (Date Of Earliest Event Reported): 01/31/2005**

**ProQuest Company**

(Exact Name of Registrant as Specified in its Charter)

**Commission File Number: 1-3246**

**DE**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**36-3580106**  
(I.R.S. Employer  
Identification No.)

**300 North Zeeb Road, Ann Arbor, MI 48103**  
(Address of Principal Executive Offices, Including Zip Code)

**734.761.4700**  
(Registrant's Telephone Number, Including Area Code)

(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:

- 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(17CFR240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act(17CFR240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act(17CFR240.13e-4(c))
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Items to be Included in this Report

**Item 2.01. Completion of Acquisition or Disposition of Assets**

On February 4, 2005 the Registrant filed Form 8-K describing its acquisition of Voyager Expanded Learning, Inc. The Registrant hereby amends such form 8-K to file a copy of the Agreement and Plan Merger Document as Exhibit 99.5

**Item 9.01. Financial Statements and Exhibits**

Exhibits

(a) Financial statements of business acquired.

To be filed within seventy-one (71) days of the date that the filing of this Current Report on Form 8-K is required to be filed with the Securities and Exchange Commission, as permitted by Item 9.01 (a) (4) of Form 8-K.

(b) Pro forma financial information.

To be filed within seventy-one (71) days of the date that the filing of this Current Report on Form 8-K is required to be filed with the Securities and Exchange Commission, as permitted by Item 9.01 (b) (2) of Form 8-K.

99.1 Press Release dated February 1, 2005 - previously filed

99.2 Credit Agreement dated January 31, 2005 - previously filed

99.3 First Amendment to existing Note Purchase Agreement dated January 31, 2005 - previously filed

99.4 Note Purchase Agreement dated January 31, 2005 - previously filed

99.5 Agreement and Plan of Merger by and among ProQuest Company, VEL Acquisition Corp., Voyager Expanded Learning, Inc., and R. Best Associates, Inc. dated as of December 13, 2004

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**Signature(s)**

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.

ProQuest Company

Date: February 10, 2005.

By: /s/ Todd W. Buchardt

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Todd W. Buchardt  
Senior Vice President and General Counsel

ProQuest Company

Date: February 10, 2005.

By: /s/ Kevin Gregory

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Kevin Gregory  
Senior Vice President and Chief Financial Officer

**Exhibit Index**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
EX-99.5	Agreement and Plan of Merger by and among ProQuest Company, VEL Acquisition Corp., Voyager Expanded Learning, Inc., and R. Best Associates, Inc. dated as of December 13, 2004