

CELLSTAR CORP
Form 425
January 15, 2002

Filed by CellStar Corporation pursuant to Rule 425 under the Securities Act of 1933 and Rule 13e-4(c) under the Securities Exchange Act of 1934.
Subject Company: CellStar Corporation
Registration Statement No. 333-68892

No. 2002-01

CELLSTAR ANNOUNCES COMMENCEMENT OF EXCHANGE OFFER

CARROLLTON, TEXAS, January, 14, 2002 - CellStar Corporation (NASDAQ: CLST), a value-added wireless logistics services leader, today announced that it began the exchange offer for its \$150 million 5% Convertible Subordinated Notes. For each \$1,000 principal amount of Subordinated Notes tendered, holders would receive

- . (i) \$366.67 in cash and
- . (ii) at each holder's election, one of the following options:
 - (a) \$400.94 in principal amount of 12% Senior Subordinated Notes due February 2007 (the "Senior Notes"), or
 - (b) \$320.75 in principal amount of Senior Notes and \$80.19 principal amount of 5% Senior Subordinated Convertible Notes due November 2002 (the "Senior Convertible Notes"), or
 - (c) \$400.94 in principal amount of Senior Convertible Notes.

Each \$1,000 of Senior Convertible Note is convertible at the holder's option into 1,000 shares of CellStar common stock. The Senior Convertible Notes are mandatorily convertible at maturity. The offer represents aggregate consideration of \$115.1 million, or 76.8% of the \$150 million principal amount of the Subordinated Notes outstanding.

CellStar has received non-binding indications from the three largest holders of Subordinated Notes (Stark Investments, LP, Creedon Capital, and Northwestern Mutual Life) that they will tender their Subordinated Notes in the offer. As of December 21, these three institutions owned \$110 million, or 73%, of the Subordinated Notes outstanding. Stark Investments, LP, and Northwestern Mutual Life have indicated that they will exchange their Subordinated Notes for cash and Senior Convertible Notes. Creedon Capital has indicated that it will exchange its Subordinated Notes for cash, Senior Notes and Senior Convertible Notes. Consummation of the exchange offer will be conditioned on the tender of at least 90% of the Subordinated Notes outstanding.

The Company will seek stockholder approval for the exchange offer at the annual stockholder meeting scheduled for February 12, 2002. In addition, at the meeting the Company will seek stockholder approval to reduce the number of issued and outstanding shares of Common Stock through a reverse split of the Common Stock on a one-for-five basis. The reverse split will apply equally to the new shares issuable under the Senior Convertible Notes and to currently issued shares. The Company believes that completion of the reverse split will permit CellStar to meet the minimum trading price requirement of the Nasdaq National Market System, although there can be no guarantee that this requirement will be satisfied. The reverse split would become effective after the closing of the exchange offer.

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The exchange offer and withdrawal rights will expire at 5:00 p.m., New York City time, on February 12, 2002, unless extended. The Company does not currently intend to extend the exchange offer. Stockholders and noteholders are strongly advised to read the tender offer statement and other related documents CellStar filed with the Securities and Exchange Commission because they contain important

information. Stockholders and noteholders may obtain a free copy of these documents from CellStar or at the SEC's website, www.sec.gov.

Copies of the exchange offer materials may be obtained from the information agent, MacKenzie Partners, Inc., at 800/322-2885. For questions or information regarding the exchange offer, please call Dresdner Kleinwort Wasserstein, the dealer manager for the exchange offer, at 212/969-2744.

CellStar Corporation is a leading global provider of distribution and value-added logistics services to the wireless communications industry, with operations in Asia-Pacific, North America, Latin America and Europe. CellStar facilitates the effective and efficient distribution of handsets, related accessories and other wireless products from leading manufacturers to network operators, agents, resellers, dealers and retailers. In many of its markets, CellStar provides activation services that generate new subscribers for its wireless carrier customers. For the year ended November 30, 2000, the Company generated revenues of \$2.5 billion. Additional information about CellStar may be found on its web site at www.cellstar.com.

Contact: Stephen P. Adams 972/466-5031

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12. Registration No. 333-58560, filed on April 9, 2001, pertaining to the registration of 3,000,000 Fremont Shares issuable under the Fremont General Corporation Supplemental Executive Retirement Plan,
 - a. as amended by Amendment No. 1, filed on June 29, 2001, pertaining to the deregistration of Fremont Shares under, and termination of, the SRP and SSRP, later withdrawn by the Registrant;
13. Registration No. 333-50326, filed on November 20, 2000, pertaining to the registration of 7,000,000 Fremont Shares issuable under the Fremont and Affiliated Companies Investment Incentive Program (“FACIIP”);
14. Registration No. 333-40978, filed on July 7, 2000, pertaining to the registration of 2,187,900 Fremont Shares issuable under the 1997 Plan;
15. Registration No. 333-87777, filed on September 24, 1999, pertaining to the registration of 569,000 Fremont Shares issuable under the 1997 Plan;
16. Registration No. 333-60109, filed on July 29, 1998, pertaining to the registration of 518,000 Fremont Shares issuable under the 1997 Plan;
17. Registration No. 333-38143, filed on October 17, 1997, pertaining to the registration of 3,500,000 Fremont Shares issuable under the FACIIP;
18. Registration No. 333-38141, filed on October 17, 1997, pertaining to the registration of 1,426,368 Fremont Shares issuable under the 1997 Plan; and
19. Registration No. 033-94364, filed on or about July 6, 1995, for the registration of Fremont Shares under the Amended Non-Qualified Stock Option Plan of 1989 (the “1989 Plan), as amended by Amendment No. 1, pertaining to the de-registration of 76,368 Fremont Shares issuable under the 1989 Plan.

The Registrant notes that only the Registration Statements described in numbers 1 – 3 above to relate to employee benefit plans for which the Registrant has outstanding awards or capacity to make additional awards. However, the Company is filing the Post-Effective Amendment to make clear that all Registration Statements either currently in use or associated with legacy employee benefit plans are terminated.

The Registrant is terminating each of the Registration Statements and deregistering the remaining Shares, Pre-Split Shares, Fremont Shares, or other securities, as applicable, that are registered but unsold under these Registration Statements, if any, in accordance with the undertakings made by the Registrant in the Registration Statements to remove from registration, by means of a post-effective amendment, any of the Shares, Pre-Split Shares, Fremont Shares, or other securities, as applicable that had been registered for issuance that remain unsold at the termination of the offerings. The Registrant hereby removes from registration any and all such securities of the Registrant and its predecessors that are registered but unsold at the termination of the offerings. The Registration Statements are hereby

amended, as appropriate, to reflect the deregistration of such Shares, Pre-Split Shares, Fremont Shares, and other securities, as applicable.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused these Post-Effective Amendments to the Registration Statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Fairfax, Commonwealth of Virginia, on this 30th day of March 2018.

REAL INDUSTRY, INC.

By: /s/ Kelly G. Howard
Kelly G. Howard
General Counsel, Executive Vice President and
Corporate Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Kelly G. Howard as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Post-Effective Amendment to Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission and any other regulatory authority, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
/s/ Michael J. Hobey Michael J. Hobey	President, Interim Chief Executive Officer and Chief Financial Officer	March 30, 2018
/s/ Peter C.B. Bynoe Peter C.B. Bynoe	Director	March 30, 2018

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/s/ William Hall William Hall	Director and Chairman of the Board	March 30, 2018
/s/ Patrick E. Lamb Patrick E. Lamb	Director	March 30, 2018
/s/ Joseph McIntosh Joseph McIntosh	Director	March 30, 2018
