

Edgar Filing: MONRO MUFFLER BRAKE INC - Form 8-K

"Purchase Price"). The Purchase Price will be adjusted post-closing to reflect, among other things, final counts of inventory and fixed assets. Also as part of the Purchase Price, at the Closing the Company issued a two-year warrant agreement (the "Warrant") to Atlantic, pursuant to which Atlantic may purchase 100,000 shares (the "Shares") of the Company's \$.01 par value Common Stock at \$22.33 per share, the closing price of the Company's Common Stock on February 6, 2004. Atlantic may not exercise the Warrant for a

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period of six months after the Closing or until September 1, 2004 and the Company has agreed to use its best efforts to submit all required information and filings with the Securities and Exchange Commission in order to register the Shares. The Company financed the cash portion of the Purchase Price with bank debt under the Company's existing revolving credit facility.

Prior to the completion of the acquisition, the Company, Seller and Atlantic agreed to amend the Purchase Agreement, in order to, among other things, revise certain Schedules to the Purchase Agreement and amend the indemnification provisions of the Purchase Agreement. The Asset Purchase Agreement has been filed as Exhibit 10.1 to this Form 8-K. The First Amendment to Asset Purchase Agreement has been filed as Exhibit 10.2 to this Form 8-K.

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

- (a) Not applicable.
- (b) Not applicable.
- (c) The following is a list of exhibits furnished with this Current Report on Form 8-K:

Exhibit No.	Description
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10.1	Asset Purchase Agreement by and between Atlantic Automotive Corp., Mr. Tire, Inc. and Monro Muffler Brake, Inc.
10.2	First Amendment to Asset Purchase Agreement

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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.

MONRO MUFFLER BRAKE, INC.
(Registrant)

March 12, 2004

By: /s/ John W. Van Heel

John W. Van Heel
Vice President-Finance

