

EMCORE CORP  
Form 8-K  
June 03, 2005

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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

**May 27, 2005**

*Date of Report (Date of earliest event reported)*

**EMCORE CORPORATION**

*Exact name of registrant as specified in its charter*

|                               |                               |  |
|-------------------------------|-------------------------------|--|
| <b><u>New Jersey</u></b>      | <b><u>0-22175</u></b>         | <b><u>22-2746503</u></b>                   |
| <i>State of Incorporation</i> | <i>Commission File Number</i> | <i>IRS Employer Identification<br/>No.</i> |

**145 Belmont Drive, Somerset, New Jersey, 08873**

*Address of principal executive offices, including Zip Code*

**(732) 271-9090**

*Registrant's telephone number, including area code*

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 (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))
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**Item 1.01. Entry Into a Material Definitive Agreement.**

On May 27, 2005, EMCORE Corporation (the "Registrant") entered into a Purchase Agreement with JDS Uniphase Corporation, a Delaware corporation ("JDS Uniphase"), providing for the purchase of certain assets and assumption of certain liabilities regarding JDS Uniphase's analog cable TV and radio frequency over fiber specialty businesses. The transaction closed on the same day.

EMCORE paid JDS Uniphase \$1.5 million at closing, and agreed to purchase between \$2.8 million and \$3.8 million of components and parts for use in the manufacture of the acquired products over the next two years. EMCORE also assumed some open purchase orders for inventory components, and will pay JDS Uniphase a royalty on licensed intellectual property. The acquired product lines include: hybrid fiber coaxial (HFC) 1550-nm broadcast transmitters, in both legacy and linearized optical modulated designs, to link between cable network headends and hubs, 1310-nm transmitters linking cable network hubs and nodes, 1550-nm DWDM quadrature amplitude modulation (QAM) transmitters, associated analog receivers, amplifiers for extending fiber network reach for FTTX applications, and radio frequency (RF) and microwave over fiber specialty products for defense and satellite communications.

A copy of the Purchase Agreement is attached as Exhibit 2.1 to this Current Report, and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(c) Exhibits**

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>  |
|---------------------------|--|
| <u>2.1</u>                | Purchase Agreement, dated as of May 27, 2005, between JDS Uniphase Corporation and EMCORE Corporation. |

**SIGNATURE**

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.

**EMCORE  
CORPORATION**

By: /s/ Thomas G. Werthan

Thomas G. Werthan  
Chief Financial Officer

Dated: June 3, 2005

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**EXHIBIT INDEX**

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