

BRIGHTPOINT INC  
Form 8-K  
July 21, 2009

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15 (d) of the  
Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): July 15, 2009  
BRIGHTPOINT, INC.**

(Exact name of registrant as specified in its charter)

Indiana

1-12845

35-1778566

(State or Other  
Jurisdiction of  
Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

7635 Interactive Way, Suite 200, Indianapolis, Indiana

46278

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code (317) 707-2355

(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 (*see* General Instruction A.2. below):

- ☐ 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 July 21, 2009 the previously announced sale by a selling shareholder of 15,000,000 shares (the "Shares") of our common stock, \$0.01 par value per share (the "Common Stock"), at a price to the public of \$5.00 per Share (the "Selling Shareholder Offering") was completed. The Selling Shareholder Offering was completed pursuant to the prospectus, dated July 10, 2009, filed as part of our Registration Statement on Form S-3 (Registration No. 333-160238) with the Securities and Exchange Commission, as supplemented by prospectus supplements dated July 13 and July 15, 2009. In connection with the Selling Shareholder Offering, we entered into an Underwriting Agreement, dated July 15, 2009, with the selling shareholder, NC Telecom Holding A/S, and Deutsche Bank Securities Inc. (the "Underwriting Agreement"). The Shares of Common Stock were sold to the underwriters at a price of \$4.825 per Share. Pursuant to the Underwriting Agreement, the Selling Shareholder has granted the underwriter a 30-day option from July 15, 2009 to purchase up to an additional 1,500,000 shares of Common Stock to cover over-allotments. The preceding is a summary of the terms of the Underwriting Agreement and is qualified in its entirety by reference to the Underwriting Agreement attached hereto as Exhibit 1.1, which is incorporated herein by reference as though it were fully set forth herein.

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

(d) Exhibits.

| Exhibit<br>Number | Description                                                                                                                    |
|-------------------|--------------------------------------------------------------------------------------------------------------------------------|
| 1.1               | Underwriting Agreement, dated July 15, 2009, among Brightpoint, Inc., NC Telecom Holding A/S and Deutsche Bank Securities Inc. |

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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 thereunto duly authorized.

BRIGHTPOINT, INC.  
(Registrant)

By: /s/ Steven E. Fivel  
Steven E. Fivel  
Executive Vice President and General  
Counsel

Dated: July 21, 2009