

Henry Bros. Electronics, Inc.
Form DEFA14A
December 09, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant ☐

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☐ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to §240.14a-12

HENRY BROS. ELECTRONICS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☐ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - 1) Title of each class of securities to which transaction applies:
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 - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - 4) Proposed maximum aggregate value of transaction:
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- ☐ Fee paid previously with preliminary materials.
- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11 (a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
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-

The following is the text of a press release issued by Henry Bros. Electronics, Inc. on November 26, 2010:

**HENRY BROS. ELECTRONICS, INC. ANNOUNCES RESOLUTION OF LAWSUIT AND THE
ADJOURNMENT OF ITS ANNUAL MEETING OF STOCKHOLDERS TO DECEMBER 15,
2010**

FAIR LAWN, N.J., Dec. 9, 2010 /PRNewswire/ Henry Bros. Electronics, Inc. (Nasdaq:HBE News) announced today that it entered into a memorandum of understanding on December 8, 2010 that provides for the settlement of a putative shareholder class action suit, captioned Atoll Advisors v. Henry, Docket No.: C-378-10, filed by an individual stockholder in the Superior Court of New Jersey, Law Division, Bergen County against HBE, certain of its officers and directors, and Kratos Defense & Security Solutions, Inc. (Nasdaq:KTOS News). Although HBE believes that the action is without merit, it entered into the memorandum of understanding to avoid the risk of materially delaying the proposed merger with Kratos and to minimize the expense of defending the action. The settlement and dismissal with prejudice, if completed and approved by the court, will resolve all of the claims that were or could have been brought in the action, including all claims relating to the merger (other than claims for appraisal under Section 262 of Delaware law).

The memorandum of understanding provides for the settlement and dismissal with prejudice of the action, subject to customary conditions, including completion of appropriate settlement documentation, consummation of Kratos's proposed acquisition of HBE by merger and all necessary court approvals.

In connection with the settlement and dismissal with prejudice, defendants agreed to make certain disclosures concerning the proposed merger between HBE and Kratos in a supplement to HBE's Definitive Proxy Statement dated November 9, 2010. In order to allow HBE's stockholders of record on November 2, 2010 an opportunity to consider the additional information being disclosed in the proxy statement supplement being mailed to them today, the stockholder meeting scheduled for December 9, 2010 to approve, among other things, the pending merger will be convened and adjourned until December 15, 2010, at 10:00 a.m. Eastern Time, at the same location.

HBE's Board of Directors has not withdrawn, changed or otherwise modified its unanimous recommendation in favor of the proposed merger with Kratos.

About Henry Bros. Electronics, Inc.

Henry Bros. Electronics (Nasdaq:HBE News) provides technology-based integrated electronic security systems, services and emergency preparedness consultation to commercial enterprises and government agencies. HBE has offices in Arizona, California, Colorado, Maryland, New Jersey, New York, Texas and Virginia. For more information, visit <http://www.hbe-inc.com>.

Important Additional Information

In connection with the proposed merger, HBE filed a definitive proxy statement with the Securities and Exchange Commission (the SEC) on November 10, 2010. STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT CAREFULLY, AS IT CONTAINS IMPORTANT INFORMATION THAT STOCKHOLDERS SHOULD CONSIDER BEFORE MAKING A DECISION ABOUT THE PROPOSED MERGER. A definitive proxy statement has been sent to HBE's stockholders seeking their approval of the transaction with Kratos. A supplement to this proxy statement to reflect the

aforementioned amendment is expected to be mailed this week. Stockholders may also obtain free copies of the proxy statement and other relevant documents filed with the SEC (when they become available) at the SEC's website at www.sec.gov, or by writing to Henry Bros. Electronics, Inc., 17-01 Pollitt Drive, Fair Lawn, New Jersey 07410, Attention: Corporate Secretary.

HBE and its directors, executive officers and other members of its management may be deemed to be participants in the solicitation of proxies from HBE's stockholders in connection with the proposed merger. Information concerning the interest of participants in the solicitation, which may be different than those of HBE's stockholders generally, is set forth in HBE's proxy statements and Annual Reports on Form 10-K filed with the SEC.

Cautionary Note Regarding Forward Looking Statements

Certain statements contained in this press release about our expectation of future events or results constitute forward-looking statements for purposes of the safe harbor provisions of The Private Securities Litigation Reform Act of 1995. You can identify forward-looking statements by terminology such as, may, should, expects, plans, anticipates, believes, estimates, predicts, potential, continue, or the negative of these terms or other comparative terminology. These statements are not historical facts, but instead represent only our beliefs regarding future events, many of which, by their nature, are inherently uncertain and outside of our control. It is possible that our actual results and financial condition may differ, possibly materially, from our anticipated results and financial condition indicated in these forward-looking statements. In addition, certain factors could affect the outcome of the matters described in this press release. These factors include, but are not limited to, (1) the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement, (2) the outcome of any legal proceedings that may be instituted against us or others following the announcement of the merger agreement, (3) the inability to complete the merger due to the failure to satisfy other conditions required to complete the merger, (4) risks that the proposed transaction disrupts current plans and operations, and (5) the costs, fees and expenses related to the merger. Additional information regarding risk factors and uncertainties affecting HBE is detailed from time to time in HBE's filings with the SEC, including, but not limited to, HBE's most recent Annual Report on Form 10-K and Quarterly Report on Form 10-Q, available for viewing on HBE's website at www.hbe-inc.com. You are urged to consider these factors carefully in evaluating the forward-looking statements herein and are cautioned not to place undue reliance on such forward-looking statements, which are qualified in their entirety by this cautionary statement. The forward-looking statements made herein speak only as of the date of this press release and we undertake no obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances.

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