

FRANKLIN ELECTRONIC PUBLISHERS INC  
Form DEFA14A  
October 01, 2009

**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**

**Date of Report (Date of earliest event reported) September 30, 2009**

**Franklin Electronic Publishers, Incorporated**

**(Exact name of registrant as specified in its charter)**

**Pennsylvania**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-13198**  
**(Commission File Number)**

**22-2476703**  
**(I.R.S. Employer**  
  
**Identification No.)**

**One Franklin Plaza, Burlington, New Jersey**  
(Address of principal executive offices)

**08016-4907**  
(Zip Code)

**Registrant's telephone number, including area code (609)386-2500**

(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:

- 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 240.13a-4(c))

**ITEM 8.01. OTHER EVENTS**

On September 30, 2009, Franklin Electronic Publishers, Incorporated issued a press release announcing that a Special Committee of its Board of Directors consisting solely of independent directors had recommended, and its Board of Directors had approved, the execution by the Company of an Agreement and Plan of Merger with Saunders Acquisition Corporation. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated by reference herein.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

**Exhibits:**

99.1 Press Release dated September 30, 2009

**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.

Franklin Electronic Publishers, Incorporated

Date: October 1, 2009

By: /s/ FRANK A. MUSTO  
Name: **Frank A. Musto**  
Title: **Vice President,  
Chief Financial Officer**