

TROY GROUP INC
Form SC 13E3/A
September 23, 2003

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**RULE 13e-3 TRANSACTION STATEMENT UNDER SECTION 13(e)
OF THE SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. 4)

TROY Group, Inc.

(Name of the Issuer)

**TROY Group, Inc.
Dirk, Inc.
Patrick J. Dirk
Brian P. Dirk
Mary J. Dirk**

(Name of Person(s) Filing Statement)

Common Stock, Par Value \$0.01 Per Share

(Title of Class of Securities)

(CUSIP Number of Class of Securities)

**PATRICK J. DIRK
Chief Executive Officer
TROY Group, Inc.
2331 South Pullman Street
Santa Ana, California 92705
(949) 250-8972**

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications on Behalf of Persons Filing Statement)

with copies to:

**TOM C. THOMAS, ESQ.
Pillsbury Winthrop LLP
2550 Hanover Street
Palo Alto, California 94304
(650) 233-4500**

**DAVID KRINSKY, ESQ.
O'Melveny & Myers LLP
610 Newport Center Drive, Suite 1700
Newport Beach, CA 92660
(949) 823-7902**

This statement is filed in connection with (check the appropriate box):

- a. The filing of solicitation materials or an information statement subject to Regulation 14A (§§ 240.14a-1 through 240.14b-2), Regulation 14C (§§ 240.14c-1 through 240.14c-101), or Rule 13e-3(c) (§240.13e-3(c)) under the Securities Exchange Act of 1934.
- b. The filing of a registration statement under the Securities Act of 1933.
- c. A tender offer.
- d. None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies.

Check the following box if the filing is a final amendment reporting the results of the transaction.

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CALCULATION OF FILING FEE

| Transaction Valuation* | Amount of Filing Fee** |
|-----------------------------------|-----------------------------------|
| \$10,421,352 | \$844.00 |

*

For purposes of calculating the filing fee only. Determined by multiplying 3,775,852 shares of common stock of TROY Group, Inc. (the "Company"), by \$2.76 per share.

**

The amount of the filing fee calculated in accordance with Exchange Act Rule 0-11 equals 1/50th of 1% of the transaction valuation.

Check box if any part of the fee is offset as provided by § 240.0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$844.00

Form or Registration No.: Schedule 14A

Filing Party: Troy Group, Inc.

Date Filed: July 3, 2003

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INTRODUCTION

This Amendment No. 4 ("Final Amendment") to the Rule 13e-3 Transaction Statement on Schedule 13E-3 (as amended, this "Transaction Statement") is being filed by Patrick J. Dirk ("Mr. Dirk"), Brian P. Dirk, Mary J. Dirk, Dirk, Inc., a Delaware corporation ("Mergerco"), and TROY Group, Inc., a Delaware corporation ("TROY" or the "Company"), and the issuer of the equity securities that are the subject of the Rule 13e-3 transaction. This Transaction Statement is filed in connection with a proposed merger of Mergerco, which is controlled by Mr. Dirk and certain of his family members and trusts (the "Affiliated Stockholders"), with and into the Company, pursuant to an Agreement and Plan of Merger, dated as of March 20, 2003, as amended by Amendment No. 1 to Agreement and Plan of Merger on June 25, 2003 and amended by Amendment No. 2 to Agreement and Plan of Merger on August 8, 2003 (as amended, the "Agreement and Plan of Merger"). The stockholders of the Company voted against the Agreement and Plan of Merger and the related merger at a special meeting of the stockholders held on September 18, 2003 (the "Special Meeting"). This Final Amendment is intended to satisfy the reporting requirements of Rule 13(e)-3(d)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). This Final Amendment amends and supplements the Transaction Statement filed on April 21, 2003, as amended on July 3, 2003, August 1, 2003 and August 12, 2003.

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Name: Patrick J. Dirk

Title: President

Dated: September 23, 2003

/s/ PATRICK J. DIRK

Patrick J. Dirk

Dated: September 23, 2003

/s/ BRIAN P. DIRK

Brian P. Dirk

Dated: September 23, 2003

/s/ MARY J. DIRK

Mary J. Dirk

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EXHIBIT INDEX

| Exhibit Number | Description |
|-----------------------|--|
| (a)(9) | Press Release of TROY Group, Inc. dated September 18, 2003.* |

*
Filed herewith.

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