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APPLICA INC
Form DEFA14A
December 28, 2006

**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 Rule 14a-11(c) or Rule 14a-12

APPLICA INCORPORATED

(Name of Registrant as Specified in Its Charter)
N/A

(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 the table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

- (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):
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Aplica Incorporated issued the following press release on December 28, 2006:
FOR IMMEDIATE RELEASE

Contact: **Investor Relations Department**
 (954) 883-1000
 investor.relations@applicamail.com

**Special Meeting of Aplica's Shareholders to
Reconvene on January 4, 2007**

Miramar, Florida (December 28, 2006) Aplica Incorporated (NYSE: APN) today announced that, as previously planned and announced, its special meeting of shareholders scheduled to be held at 11:00 a.m. Eastern Standard Time today to vote on the merger agreement with affiliates of Harbinger Capital Partners Master Fund I, Ltd. and Harbinger Capital Partners Special Situations Fund, L.P. (together, Harbinger Capital Partners) was convened and adjourned until 11:00 a.m. Eastern Standard Time on January 4, 2007, without a vote on any proposal other than the adjournment. The proposal to adopt the Harbinger Capital Partners merger agreement, under which Harbinger Capital Partners would acquire all outstanding shares of Aplica that it does not currently own for \$7.50 per share in cash, without interest, will be submitted to a vote of Aplica's shareholders at the reconvened meeting at 11:00 a.m. Eastern Standard Time on January 4, 2007, subject to any further adjournment.

The special meeting was convened and adjourned to permit shareholders sufficient time to review the third supplement to Aplica's definitive proxy statement, which was filed with the Securities and Exchange Commission on December 28, 2006, and which is being mailed to Aplica's shareholders, and to evaluate the amended merger agreement and the revised unsolicited tender offer that was commenced by Apex Acquisition Corporation, a newly formed Florida corporation and an indirect, wholly owned subsidiary of NACCO Industries, Inc. The record date for the reconvened meeting will remain November 27, 2006. At the time of today's special meeting, Aplica had received votes in favor of adoption of the Harbinger Capital Partners merger agreement from the holders of a majority of Aplica's outstanding shares of common stock entitled to vote.

The Aplica Board of Directors continues to recommend that Aplica shareholders (i) vote FOR the adoption of the amended merger agreement between Aplica and affiliates of Harbinger Capital Partners and (ii) reject the NACCO tender offer and NOT tender their shares in the NACCO tender offer.

Shareholders may submit their proxies to vote their shares on the proposals until 11:00 a.m. Eastern Standard Time on January 4, 2007. In order to vote their shares in favor of the Harbinger Capital Partners agreement, shareholders should complete, date, sign and return the proxy card enclosed with the previously distributed definitive proxy statement as soon as possible. Shareholders who have any questions about the definitive proxy statement, the proxy supplements thereto, the Schedule 14d-9 recommendation statement, the amendments thereto, the amended merger agreement or the merger, or who need assistance with the voting procedures, should contact Aplica's proxy solicitor, Georgeson Inc., at 17 State Street, New York, New York 10004 or call toll-free at (866) 857-2624.

About Applica Incorporated:

Applica and its subsidiaries are marketers and distributors of a broad range of branded and private-label small household appliances. Applica markets and distributes kitchen products, home products, pest control products, pet care products and personal care products. Applica markets products under licensed brand names, such as Black & Decker®; its own brand names, such as Windmere®, LitterMaid®, Belson® and Applica®; and other private-label brand names. Applica's customers include mass merchandisers, specialty retailers and appliance distributors primarily in North America, Mexico, Latin America and the Caribbean. Additional information about Applica is available at www.applicainc.com.

About Harbinger Capital Partners:

The Harbinger Capital Partners investment team located in New York City manages in excess of \$4 billion in capital through two complementary strategies. Harbinger Capital Partners Master Fund I, Ltd. is focused on restructurings, liquidations, event-driven situations, turnarounds and capital structure arbitrage, including both long and short positions in highly leveraged and financially distressed companies. Harbinger Capital Partners Special Situations Fund, L.P. is focused on distressed debt securities, special situation equities and private loans/notes in a predominantly long-only strategy.

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The statements contained in this news release that are not historical facts are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are made subject to certain risks and uncertainties, which could cause actual results to differ materially from those presented in these forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Applica undertakes no obligation to publicly revise these forward-looking statements to reflect events or circumstances that arise after the date hereof. Among the factors that could cause plans, actions and results to differ materially from current expectations are, without limitation:

- the ability to obtain governmental approvals of the merger on the proposed terms and schedule;
- the failure to obtain approval of the merger from Applica shareholders;
- disruption from the merger making it more difficult to maintain relationships with customers, employees or suppliers;
- claims by NACCO Industries, Inc. and HB-PS Holding Company, Inc. related to the termination of their merger agreement with Applica;
- changes in the sales prices, product mix or levels of consumer purchases of small household appliances;
- bankruptcy of or loss of major retail customers or suppliers;
- changes in costs, including transportation costs, of raw materials, key component parts or sourced products;
- fluctuation of the Chinese currency;
- delays in delivery or the unavailability of raw materials, key component parts or sourced products;
- changes in suppliers;
- exchange rate fluctuations, changes in the foreign import tariffs and monetary policies, and other changes in the regulatory climate in the foreign countries in which Applica buys, operates and/or sells products;
- product liability, regulatory actions or other litigation, warranty claims or returns of products;

customer acceptance of changes in costs of, or delays in the development of new products; increased competition, including consolidation within the industry; and other risks and uncertainties detailed from time to time in Applica's Securities and Exchange Commission (SEC) filings.

In connection with the proposed transaction with Harbinger Capital Partners, Applica has filed a definitive proxy statement, proxy supplements, a Schedule 14d-9 recommendation statement and amendments thereto with the SEC. **Investors and security holders are urged to read the definitive proxy statement, the proxy supplements,**

the Schedule 14d-9 recommendation statement, the amendments thereto and any other relevant documents filed with the SEC in connection with the proposed transaction because they contain important information about Applica, the proposed transaction with Harbinger Capital Partners, the NACCO tender offer and related matters. The definitive proxy statement, two proxy supplements, the Schedule 14d-9 recommendation statement and two amendments thereto have been mailed to Applica shareholders and a supplement explaining the increase in the purchase price in the Harbinger Capital Partners merger agreement to \$7.50 per share in cash, without interest, and an amended Schedule 14d-9 recommendation statement is being mailed to Applica's shareholders.

Investors and security holders may obtain free copies of these documents as they become available through the website maintained by the SEC at www.sec.gov. In addition, the documents filed with the SEC may be obtained free of charge by directing such requests to Applica Incorporated, 3633 Flamingo Road, Miramar, Florida 33027, Attention: Investor Relations ((954) 883-1000), or from Applica Incorporated's website at www.applicainc.com.

Applica Incorporated and its directors, executive officers and certain other members of Applica management may be deemed to be participants in the solicitation of proxies from Applica shareholders with respect to the proposed transaction. Information regarding the interests of these officers and directors in the proposed transaction has been included in the proxy statement filed with the SEC. In addition, information about Applica's directors, executive officers and members of management is contained in Applica's most recent proxy statement and annual report on Form 10-K, which are available on Applica's website and at www.sec.gov.

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