

SOLECTRON CORP
Form 8-K
February 08, 2002

Table of Contents

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

February 8, 2002 (February 1, 2002)
Date of Report (Date of earliest event reported)

SOLECTRON CORPORATION

(Exact name of registrant as specified in charter)

Delaware

1-11098

94-2447045

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

777 Gibraltar Drive, Milpitas, California

95035

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(408) 957-8500**

Not Applicable

(Former name or former address, if changed since last report.)

TABLE OF CONTENTS

ITEM 5: Other Events.

ITEM 7: Financial Statements and Exhibits.

SIGNATURES

Exhibit 1.1

Exhibit 4.1

Exhibit 4.2

Exhibit 5.1

Table of Contents**ITEM 5: Other Events.**

On February 4, 2002, Solelectron Corporation (the Registrant) filed a Prospectus Supplement, dated February 1, 2002, to and with the Prospectus dated August 29, 2001, included as part of the Registration Statement on Form S-3 of the Registrant (Registration No. 333-64454-01) (the Registration Statement), which Prospectus Supplement and Prospectus related to the offering of the Registrant's 9.625% Senior Notes due 2009 (the Notes). On February 1, 2002, the Registrant entered into an Underwriting Agreement with Goldman, Sachs & Co., Banc of America Securities LLC, J.P. Morgan Securities Inc., Scotia Capital (USA) Inc. and BNP Paribas Securities Corp. (the Underwriters), relating to the offering and sale by the Registrant of up to \$500,000,000 aggregate principal amount of the Notes under the Registration Statement. In connection with such offering, the Registrant is filing certain exhibits as part of this Form 8-K, which are incorporated herein by reference in their entirety.

ITEM 7: Financial Statements and Exhibits.

(c) Exhibits:

Exhibit No.	Exhibit Description
1.1	Underwriting Agreement, dated February 1, 2002, among the Registrant and Goldman, Sachs & Co., Banc of America Securities LLC, J.P. Morgan Securities Inc., Scotia Capital (USA) Inc. and BNP Paribas Securities Corp.
4.1	Senior Debt Securities Indenture, dated as of February 6, 2002, between the Registrant and State Street Bank and Trust Company of California, N.A., as Trustee.
4.2	First Supplemental Indenture,

dated as of
February 6,
2002, between
the Registrant
and State
Street Bank
and Trust
Company of
California,
N.A., as
Trustee. 5.1
Opinion re
legality of
Wilson Sonsini
Goodrich &
Rosati,
Professional
Corporation. 23.1
Consent of
Wilson Sonsini
Goodrich &
Rosati,
Professional
Corporation
(included in
Exhibit 5.1)

Table of Contents

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.

Date: February 8, 2002

Solectron Corporation

/s/ Kiran Patel

Kiran Patel
Executive Vice President, Chief Financial
Officer
(Principal Financial and Accounting Officer)

Table of Contents**EXHIBIT INDEX**

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5.1	Opinion re legality of Wilson Sonsini Goodrich & Rosati,

Professional Corporation.	23.1
Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 5.1)	