

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): April 15, 1997

KAMAN CORPORATION  
(Exact name of issuer as specified in its charter)

Connecticut  
(State of  
Incorporation)

0-1093  
(Commission  
File Number)

06-0613548  
(I.R.S.  
Employer  
Identification  
No.)

1332 Blue Hills Avenue  
Bloomfield, CT 06002  
(Address of principal executive offices)

Registrant's telephone number, including area code: (860) 243-7100

Not Applicable  
(Former name or former address, if changes since last report)



Item 5. Other Events.

At the Annual Meeting of Shareholders held on April 15, 1997, the Company announced a first quarter 1997 pre-tax charge of \$15 million related to the closure of Kaman Music's Trace Elliot amplifier manufacturing operations located in Great Britain. As a result of the charge, the Company reported a loss for the first quarter of \$4.4 million, compared to earnings of \$5.2 million in 1996. Excluding the charge, 1997 first quarter earnings grew nearly 9% to \$5.7 million. Revenues for the first quarter rose 5% to \$252.2 million from \$240.0 million a year ago. Also at the meeting, shareholders re-elected 14 directors, authorized the Company's board of directors to elect one (1) additional director during the ensuing year, and reappointed KPMG Peat Marwick LLP as independent auditors for the Company. A copy of the Company's press release, dated April 15, 1997, announcing the charge is filed as Exhibit 99 hereto, and the full text of such press release is incorporated herein by reference.

Item 7. Financial Statements and Exhibits

- (a) Financial Statements of Business Acquired.  
Not Applicable.
- (b) Pro Forma Financial Information.  
Not Applicable.
- (c) Exhibits.

The following document is filed as an Exhibit to this Report:

Exhibit 99 - Press Release of the Company, dated April 15, 1997.



## 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.

KAMAN CORPORATION

By: \_\_\_\_\_  
Robert M. Garneau  
Executive Vice President and  
Chief Financial Officer

Dated: April 16, 1997



## EXHIBIT INDEX

| Exhibit | Description  |
|---------|--|
| 99      | Press Release of the Company, dated April 15, 1997 |







KAMAN HOLDS ANNUAL MEETING:  
COMPANY REPORTS FIRST QUARTER RESULTS,  
SHAREHOLDERS ELECT DIRECTORS

BLOOMFIELD, CONNECTICUT (April 15, 1997) (NASDAQ:KAMNA) At its annual shareholders' meeting held here today, Kaman Corp. reported first quarter 1997 revenues and earnings. Shareholders re-elected 14 directors.

FIRST QUARTER RESULTS

As a result of a pre-tax charge of \$15 million related to closure of the Trace Elliot amplifier manufacturing operations in Great Britain, the company recorded a loss for the first quarter of \$4.4 million, compared to earnings of \$5.2 million in 1996. Earnings (loss) applicable to common shareholders were a loss of \$5.3 million, or 28 cents per share primary and fully diluted in 1997, compared to earnings of \$4.3 million, or 23 cents per common share primary, 22 cents per common share fully diluted in the same period last year. Excluding the charge, 1997 first quarter earnings grew nearly 9% to \$5.7 million, or 25 cents per common share primary, 24 cents per common share fully diluted.

Revenues for the first quarter 1997 rose 5% to \$252.2 million from \$240.0 million a year ago.

SEGMENT PERFORMANCE

Distribution

A pre-tax charge was taken in the first quarter as a result of management's decision to close Kaman Music's Trace Elliot amplifier manufacturing business in Great Britain. "After reviewing all options, we determined that it is appropriate to cease this manufacturing operation and reduce our capital investment," said Chairman and Chief Executive Officer Charles H. Kaman at the annual meeting. "The worldwide music business is contracting at present and going through significant changes in consumer tastes and product sourcing. Management continues to evaluate our strategic direction and capital investment in the remainder of this business."

Revenues and earnings were up at Kaman Industrial Technologies. "The company produced good earnings growth on relatively low sales growth," according to Kaman. "We continue to improve operating efficiencies while enhancing our value-added products and services to industrial customers to help them improve productivity and profitability."

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"This business is closely linked to the industrial production index, so we are watching the economy closely as it reacts to the recent actions of the Federal Reserve and general market trends," according to Kaman.

#### Diversified Technologies

While revenues and operating profit within Kaman's Diversified Technologies segment grew during the first quarter of 1997, the most important long-term achievement during the quarter was the company's selection as the preferred tenderer to supply SH-2G Super Seasprite helicopters to the Royal Navies of both Australia and New Zealand. "We must still complete negotiations with both countries and sign contracts," said Kaman. "However, we plan to supply at least 15 Super Seasprites and provide all of the training, logistics, spares and support for the aircraft over the life of the program. There is also some potential for future orders from these countries as they firm up their requirements.

"More importantly, we have established an excellent foundation and advantage for competing for contracts with the numerous other countries throughout Asia and other regions seeking intermediate-weight helicopters such as the SH-2G," said Kaman.

The selections by Australia and New Zealand mark the second and third opportunities for sale of retrofit SH-2G Super Seasprites to international customers. The Arab Republic of Egypt is currently procuring 10 SH-2G(E) models with deliveries scheduled to begin late this year. SH-2Gs are also in service with the U.S. Naval Reserves.

Other aviation subcontract and components production work at Kaman continued to follow the general positive trend of the worldwide commercial aviation marketplace.

The company's software and scientific activities also grew during the quarter.



#### SHAREHOLDERS ELECT DIRECTORS

Kaman re-elected the following directors: Brian E. Barents, chief executive officer of Galaxy Aerospace Corp.; E. Reeves Callaway III, president, Callaway Companies; Frank C. Carlucci, chairman, The Carlyle Group; Laney Chouest, vice president, Edison Chouest Offshore, Inc.; John A. DiBiaggio, president, Tufts University; Edythe J. Gaines, retired commissioner, Connecticut Department of Public Utility Control; Huntington Hardisty, retired admiral, U.S. Navy and president, Kaman Aerospace International Corp; Charles H. Kaman, chairman and chief executive officer, Kaman Corp.; C. William Kaman II, executive vice president, Kaman Corp. and president, Kaman Music Corp.; Eileen S. Kraus, chairman, Fleet Bank N.A.; Hartzel Z. Lebed, retired president, CIGNA Corp.; Walter H. Monteith, Jr., retired chairman, Southern New England Telecommunications Corp.; John S. Murtha, of counsel, Murtha, Cullina, Richter and Pinney; and Wanda Lee Rogers, chairman and president, Rogers Helicopters, Inc.

Shareholders approved a proposal to authorize the Board of Directors to elect one additional director during the coming year and appointed KPMG Peat Marwick LLP as the corporation's independent auditors.

Kaman Corp., headquartered here, is a widely diversified company providing high-technology products and services to industrial, commercial and defense markets.



KAMAN CORPORATION AND SUBSIDIARIES  
 Condensed Consolidated Summaries of Operations  
 (In thousands except per share amounts)

|  | For the Three Months<br>Ended March 31, |           |
|--|---|-----------|
|  | 1997                                    | 1996      |
|  | -----                                   | -----     |
| Revenues                                       | \$252,157                               | \$240,033 |
| Costs and expenses:                            |   |           |
| Cost of sales                                  | 189,069                                 | 177,464   |
| Selling, general and<br>administrative expense | 51,033                                  | 51,013    |
| Loss on closure of amplifier business          | 15,000                                  | -         |
| Interest expense                               | 2,479                                   | 2,429     |
| Other expense (income), net                    | (350)                                   | 155       |
|  | -----                                   | -----     |
|  | 257,231                                 | 231,061   |
|  | -----                                   | -----     |
| Earnings (loss) before income taxes            | (5,074)                                 | 8,972     |
| Income taxes (benefit)                         | (667)                                   | 3,770     |
|  | -----                                   | -----     |
| Net earnings (loss)                            | \$ (4,407)                              | \$ 5,202  |
|  | =====                                   | =====     |
| Preferred stock dividend requirement           | \$ (929)                                | \$ (929)  |
|  | =====                                   | =====     |
| Earnings (loss) applicable to common stock     | \$ (5,336)                              | \$ 4,273  |
|  | =====                                   | =====     |
| Net earnings (loss) per common share:          |   |           |
| Primary  | \$ (.28)                                | \$ .23    |
| Fully diluted                                  | \$ (.28)                                | \$ .22    |
|  | =====                                   | =====     |
| Average common shares outstanding-primary      | 19,016                                  | 18,611    |
|  | =====                                   | =====     |
| Dividends declared per share:                  |   |           |
| Series 2 preferred stock                       | \$ 3.25                                 | \$ 3.25   |
| Common stock                                   | \$ .11                                  | \$ .11    |
|  | =====                                   | =====     |

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KAMAN CORPORATION AND SUBSIDIARIES  
 Condensed Consolidated Balance Sheets  
 (In thousands)

|   | March 31,<br>1997 | December 31,<br>1996 |
|---|-------------------|----------------------|
| Assets                                    |                   |                      |
| Current assets:                           |                   |                      |
| Cash                                      | \$ 5,220          | \$ 5,445             |
| Accounts receivable, net                  | 205,697           | 185,516              |
| Inventories                               | 209,034           | 213,468              |
| Other current assets                      | 36,382            | 29,702               |
|   | -----             | -----                |
| Total current assets                      | 456,333           | 434,131              |
|   | -----             | -----                |
| Property, plant and equipment, net        | 72,935            | 76,393               |
| Other assets                              | 11,123            | 11,212               |
|   | -----             | -----                |
|   | \$540,391         | \$521,736            |
|   | =====             | =====                |
| Liabilities and shareholders' equity      |                   |                      |
| Current liabilities:                      |                   |                      |
| Notes payable                             | \$ 79,837         | \$ 63,002            |
| Accounts payable                          | 53,079            | 61,334               |
| Accrued liabilities                       | 40,715            | 41,087               |
| Other current liabilities                 | 45,558            | 30,215               |
|   | -----             | -----                |
| Total current liabilities                 | 219,189           | 195,638              |
|   | -----             | -----                |
| Deferred credits                          | 15,280            | 14,028               |
| Long-term debt, excluding current portion | 84,529            | 83,940               |
| Shareholders' equity:                     |                   |                      |
| Series 2 preferred stock                  | 57,167            | 57,167               |
| Other shareholders' equity                | 164,226           | 170,963              |
|   | -----             | -----                |
| Total shareholders' equity                | 221,393           | 228,130              |
|   | -----             | -----                |
|   | \$540,391         | \$521,736            |
|   | =====             | =====                |

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KAMAN CORPORATION AND SUBSIDIARIES  
 Condensed Consolidated Statements of Cash Flows  
 (In thousands)

|  | For the Three Months<br>Ended March 31 |          |
|--|--|----------|
|  | 1997                                   | 1996     |
|  | -----                                  | -----    |
| Cash flows from operating activities:              |  |          |
| Net earnings (loss)                                | \$ (4,407)                             | \$ 5,202 |
| Depreciation and amortization                      | 3,048                                  | 2,980    |
| Gain on sale of assets                             | (505)                                  | (213)    |
| Loss on closure of amplifier business              | 15,000                                 | -        |
| Changes in current assets<br>and liabilities       | (30,344)                               | (24,753) |
| Other, net   | 518                                    | 645      |
|  | -----                                  | -----    |
| Cash provided by (used in)<br>operating activities | (16,690)                               | (16,139) |
|  | -----                                  | -----    |
| Cash flows from investing activities:              |  |          |
| Proceeds from sale of assets                       | 3,623                                  | 1,669    |
| Expenditures for property, plant<br>& equipment    | (2,133)                                | (1,794)  |
| Other, net   | (76)                                   | (170)    |
|  | -----                                  | -----    |
| Cash provided by (used in)<br>investing activities | 1,414                                  | (295)    |
|  | -----                                  | -----    |
| Cash flows from financing activities:              |  |          |
| Additions to notes payable                         | 16,835                                 | 152      |
| Additions to long-term debt                        | 589                                    | 20,000   |
| Dividends paid                                     | (3,002)                                | (2,970)  |
| Other, net   | 629                                    | 349      |
|  | -----                                  | -----    |
| Cash provided by (used in)<br>financing activities | 15,051                                 | 17,531   |
|  | -----                                  | -----    |
| Net increase in cash                               | (225)                                  | 1,097    |
| Cash at beginning of period                        | 5,445                                  | 4,078    |
|  | -----                                  | -----    |
| Cash at end of period                              | \$ 5,220                               | \$ 5,175 |
|  | =====                                  | =====    |



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J. Kenneth Nasshan  
(860) 243-7319  
Email: [jkn-corp@kaman.com](mailto:jkn-corp@kaman.com) Internet address: <http://www.kaman.com>



