

Edgar Filing: CALIFORNIA AMPLIFIER INC - Form 8-K

audited financial statements prior to that time. Consequently, the Company believes it unlikely that its common stock will actually be delisted from NASDAQ unless unforeseen problems are uncovered as part of the audit process or the Company otherwise fails to meet NASDAQ listing requirements.

The Company currently expects to report fourth quarter and fiscal 2001 year end results by the end of May.

The Company will file with the Securities and Exchange Commission amended Form 10-Qs and Form 10-K for the year ended February 26, 2000 and Form 10-Qs for each of the three interim periods of fiscal year 2001 when the fiscal year 2000 audit results are complete.

As of April 30, 2001, fifteen securities class action complaints had been filed against the Company in Federal Court in the Central District of California. Six of the complaints also name the Company's chief executive officer and its chief financial officer. All the complaints basically allege that the Company's financial statements and financial press releases were materially false and misleading during the class period and that the Company and the executives where named knew or were deliberately reckless in not knowing that the financial statements and press releases were materially false when published. No lead plaintiffs counsel has been selected. The Company will vigorously defend the actions and intends to file a motion to dismiss once the cases are consolidated.

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 hereunto duly authorized.

CALIFORNIA AMPLIFIER, INC.

Date: May 3, 2001

By: /s/ MICHAEL R. FERRON

Michael R. Ferron
Vice President Finance and
Chief Financial Officer

INDEX TO EXHIBITS

EXHIBIT NO. -----	DESCRIPTION -----	METHOD OF FILING -----
20.1	Press Release of California Amplifier, Inc. dated May 3, 2001	Filed electronically herewith