

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

RELM WIRELESS CORP

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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

Date of Report (Date of earliest event reported) **July 26, 2004**

RELM Wireless Corporation
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation)

000-07336
(Commission File Number)

59-34862971
(IRS Employer Identification No.)

7100 Technology Drive, West Melbourne, FL 32904
(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code **(321) 984-1414**

N/A
(Former name or former address, if changed since last report)



Item 5. Other Events and Regulation FD Disclosure

On July 26, 2004, the Company issued a press release announcing that its board of directors has again unanimously rejected the unsolicited stock-for-stock merger proposal of Wireless Age Communications, Inc. resubmitted to the Company on July 22, 2004. A copy of the press release is attached as Exhibit 99.1 and incorporated herein by reference.

Item 7. Financial Statements and Exhibits

(c) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release issued by the Company on July 26, 2004



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.

RELM WIRELESS CORPORATION

(Registrant)

By: /s/ WILLIAM P. KELLY

William P. Kelly
Executive Vice President and
Chief Financial Officer

Dated: July 27, 2004



EXHIBIT INDEX

**Exhibit
Number**

Description

[99.1](#)

Press Release issued by the Company on July 26, 2004.

Press Release

Source: RELM Wireless

RELM AGAIN REJECTS WIRELESS AGE COMMUNICATIONS' UNSOLICITED PROPOSAL

WEST MELBOURNE, FL, July 26, 2004 - RELM Wireless Corporation (OTC Bulletin Board: RELM - News) today announced that at a meeting today its Board of Directors again unanimously rejected the unsolicited stock-for-stock merger proposal of Wireless Age Communications, Inc. On July 20, 2004, RELM's Board of Directors unanimously rejected Wireless Age Communications' unsolicited proposal that the Company initially received on July 16, 2004. Wireless Age Communications resubmitted its proposal on July 22, 2004.

George N. Benjamin, III, chairman of RELM, stated: "Our Board of Directors has again considered Wireless Age Communications' proposal and unanimously rejected it, concluding that it is not in the best interests of RELM and its shareholders and other stakeholders. We continue to believe that the interests of RELM and its shareholders and other stakeholders will be best served by the Company remaining independent and pursuing the strategy already in place for enhancing future growth and profitability. To that end, we are unremittingly committed to protecting the interests of RELM and its shareholders and other stakeholders."

Following is the text of a letter sent by the chairman of RELM to John Simmonds, chief executive officer of Wireless Age Communications, following the board's unanimous decision to once more reject Wireless Age Communications' unsolicited stock-for-stock merger proposal:

July 26, 2004

Mr. John Simmonds
Chief Executive Officer
Wireless Age Communications, Inc.
13980 Jane Street
King City, Ontario, L7B 1A3, Canada

Dear Mr. Simmonds:

Please be advised that the Board of Directors of RELM Wireless Corporation has again unanimously rejected the unsolicited stock-for-stock merger proposal of Wireless Age Communications, Inc.

We have concluded once more that the interests of RELM and its shareholders and other stakeholders will be best served by the Company remaining independent and pursuing the strategy already in place for enhancing future growth and profitability. To that end, we are unremittingly committed to protecting the interests of RELM and its shareholders and other stakeholders.

RELM neither sought nor invited nor welcomes Wireless Age Communications' overtures. As such, we do not intend to respond to any further overtures.

To reiterate, RELM is not for sale.

Sincerely,

George N. Benjamin, III
Chairman of the Board

For more than 55 years, RELM Wireless Corp. has manufactured and marketed high-specification two-way communications equipment for use by public safety professionals and government agencies, as well as business-band radios for use in a wide range of commercial and industrial applications.

Revolutionary advances include new low-cost digital portable two-way radios compliant with APCO Project 25 technical specifications. Products are manufactured and distributed worldwide under BK Radio, RELM and Uniden PRC brand names. The company maintains its headquarters in West Melbourne, Florida and can be contacted through its web site at <http://www.relm.com> or directly at 1-800-821-2900.

This press release contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act Of 1995. These forward-looking statements concern the Company's operations, economic performance and financial condition and are based largely on the Company's beliefs and expectations. These statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors and risks include, among others, the following: substantial losses incurred by the Company prior to 2003; reliance on overseas manufacturers; heavy reliance on sales to the U.S. Government; federal, state and local budget deficits and spending limitations; limitations in available radio spectrum for use by land mobile radios; general economic and business conditions; changes in customer preferences; competition; changes in technology; changes in business strategy; the debt and inventory levels of the Company; quality of management, business abilities and judgment of the Company's personnel; and the availability, terms and deployment of capital. Certain of these factors and risks, as well as other risks and uncertainties are stated in more detail in the Company's Annual Report on Form 10-K for the year ended December 31, 2003 and in the Company's subsequent filings with the SEC. These forward-looking statements are made as of the date of this press release, and the Company assumes no obligation to update the forward-looking statements or to update the reasons why actual results could differ from those projected in the forward-looking statements.

Source: RELM Wireless