

QEP CO INC  
Form 8-K  
May 10, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 5, 2005

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**Q.E.P. CO., INC.**

(Exact name of registrant as specified in its charter)

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**DELAWARE**  
(State or other jurisdiction  
of incorporation)

**0-21161**  
(Commission File No.)

**13-2983807**  
(IRS Employer  
Identification No.)

**1081 Holland Drive**  
**Boca Raton, Florida 33487**

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(Address of principal executive offices)

561-994-5550

(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4 (c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 1- Registrant's Business and Operations**

**Item 1.01. Entry into a Material Definitive Agreement.**

On May 5, 2005, Q.E.P. Co., Inc. (the Company) and certain of its affiliates entered into an asset purchase agreement with Halex Corporation (Halex) whereby one of the Company's affiliates purchased the assets of the Capitol USA adhesives division in exchange for cash, a promissory note and all of the assets of the Company's Roberts carpet seaming tape business, including a license to use the Roberts trademark in Halex's distribution carpet seaming tape business. The Company and certain of its affiliates and Halex have also entered into various ancillary agreements that provide for supply arrangements, license grants and the provision of transition services by the Company or certain of its affiliates.

**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.

Q.E.P. Co., Inc.

Date: May 10, 2005

By:           /s/ Marc Applebaum          

Name: Marc Applebaum  
Title: Senior Vice President and  
Chief Financial Officer