

ICX TECHNOLOGIES INC
Form 3
October 14, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â FLIR SYSTEMS INC		(Month/Day/Year)	ICX TECHNOLOGIES INC [ICXT]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
27700 SW PARKWAY AVENUE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
WILSONVILLE, Â OR Â 97070			(give title below) (specify below)	
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, Par Value \$0.001 Per Share	34,995,451 ⁽¹⁾ ⁽²⁾ ⁽³⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

Date	Expiration	Amount or	or Indirect
Exercisable	Date	Number of	(I)
		Shares	(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLIR SYSTEMS INC 27700 SW PARKWAY AVENUE WILSONVILLE, OR 97070	^	^ X	^	^

Signatures

/s/ William W. Davis, Senior Vice President, General Counsel and Secretary for FLIR SYSTEMS, INC.

10/14/2010

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) In accordance with the Agreement and Plan of Merger (the "Merger Agreement"), dated as of August 16, 2010, by and among FLIR Systems, Inc., an Oregon corporation ("Parent"), Indicator Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of Parent (the "Purchaser") and ICx Technologies, Inc., a Delaware corporation ("ICx"), on September 3, 2010, the Purchaser commenced a cash tender offer (the "Offer") to purchase all of the outstanding shares of common stock, par value \$0.001 per share, of ICx (the "Shares") at a price of \$7.55 per Share, without interest and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated September 3, 2010, and in the related Letter of Transmittal, included as exhibits to the Tender Offer Statement on Schedule TO filed by Parent and the Purchaser on such date with the Securities and Exchange Commission.

(2) The Offer expired at 12:00 midnight, New York City time, on October 1, 2010. An aggregate of 32,683,590 Shares were validly tendered and not validly withdrawn immediately prior to the expiration of the Offer, representing approximately 93.4% of the Shares outstanding as of October 1, 2010. On October 4, 2010, the Purchaser accepted for payment all validly tendered and not validly withdrawn Shares. At this time on October 4, 2010, Purchaser beneficially owned, and Parent, through Purchaser, indirectly owned, 32,683,590 Shares.

(3) Following the Purchaser's acceptance for payment of all validly tendered and not validly withdrawn Shares, on October 4, 2010, pursuant to the terms of the Merger Agreement, the Purchaser merged with and into ICx (the "Merger") and each Share of ICx (other than (i) Shares owned, directly or indirectly, by the Purchaser or Parent or any of their respective subsidiaries or by ICx as treasury stock, which were cancelled and ceased to exist and (ii) Shares owned by ICx stockholders who perfect appraisal rights under Delaware law) was automatically converted into the right to receive \$7.55 in cash, without interest and less any required withholding taxes. As a result of the Merger, Parent acquired beneficial ownership of 34,995,451 Shares, representing 100% of the Shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.