

RECEIVED  
2008 JAN 25 A 6:58

Cobham plc, Brook Road  
Wimborne, Dorset, BH21 2BJ, UK  
Tel: +44 (0)1202 882020 • Fax: +44 (0)1202 840523  
www.cobham.com

Our ref: LCOB/88.2/20822

18<sup>th</sup> January 2008

Securities and Exchange Commission  
Division of Corporate Finance  
Office of International Corporate Finance  
100 F Street NE  
Washington  
DC 20549, USA



SUPL

Dear Sirs

**Securities Exchange Act 1934 Rule 12g3-2(b)**  
**Issuer: Cobham plc**  
**File no: 8234923**

We enclose the following copy documents as required pursuant to the above-referenced rule:

1. Stock Exchange announcement dated 16 January 2008 relating to acquisition.
2. 2 x General Purposes Committee resolutions allotting securities dated 14 January 2008.
3. 2 x Notice of allotment of shares or securities on Form 88(2) dated 14 January 2008.

If you have any questions or comments, please contact me at +44 (0)1202 857552.

Yours faithfully  
for Cobham plc

J M Pope  
Company Secretary/Solicitor

PROCESSED

B

JAN 30 2008

THOMSON  
FINANCIAL

**Company** Cobham PLC  
**TIDM** COB  
**Headline** Acquisition  
**Released** 07:01 16-Jan-08  
**Number** 8678L

RECEIVED

100 JAN 25 AM 0:03

Ref 232  
16 January 2008

## **COBHAM REACHES AGREEMENT TO PURCHASE US INTELLIGENCE AND MISSILE DEFENCE COMPANY FOR \$416 MILLION**

### **Transaction Highlights**

- Cobham is to purchase SPARTA Inc., a US company that offers a range of scientific, systems engineering and technical assistance services, for US \$416 million in cash. This transaction continues the successful execution of Cobham's growth strategy.
- SPARTA will place Cobham in a leading position within the high growth US Intelligence and Missile Defence markets. SPARTA has strong technical capabilities and loyal customer relationships, many of which have endured over decades.
- SPARTA is a further important step in the development of Cobham's US business and assuming the completion of this acquisition and the Lansdale Sensors and Antennas transaction, Cobham's total pro-forma US revenue in the last twelve months would have been circa \$1.4 billion.
- SPARTA has an experienced and strong incumbent management team, who will continue to run the company as a strategic business unit within Cobham.

### **Summary**

Cobham plc ('Cobham') is pleased to announce that it has reached agreement to purchase SPARTA Inc. ('SPARTA'), an employee-owned US company which is SEC registered, but unquoted. The cash consideration for SPARTA is up to US\$416 million on a debt and cash free basis, of which US\$381 million will be payable on completion and satisfied from Cobham's existing cash and debt facilities, with the balance of up to US\$35 million to be paid over the next three years to holders of unvested options who remain with the company. The acquisition is expected to complete in the second quarter of 2008, subject to regulatory and SPARTA shareholder approvals.

appropriate approvals become a separate strategic business unit within an expanded North America Cobham Division. During this assimilation phase, SPARTA will report to Andy Stevens, Cobham Chief Operating Officer, in accordance with the applicable US Government industrial security regulations.

### **Financial Information**

For the year ended 30 December 2006 SPARTA generated operating profits of US\$28.6 million and EBITDA<sup>(1)</sup> of US\$34.3 million on revenue of US\$297.3 million. At 30 September 2007, gross assets were approximately US\$122.0 million. The total cash consideration represents a multiple of approximately 12.1x 2006 EBITDA<sup>(1)</sup>. It is expected that the acquisition will be earnings enhancing in 2008.

### **Allan Cook, Cobham Chief Executive, said:**

"I am delighted that we have been able to reach agreement to acquire SPARTA, which is one of the leading companies in areas of critical importance in the provision of US National Security. The strong incumbent management will provide Cobham with an exciting platform for growth in the Systems Engineering and Technical Assistance segment, which is complementary to our existing US intelligence and defence capabilities. This is a major step forward in the implementation of Cobham's technology strategy and the creation of a significant Tier 2 business supplying the US DoD and intelligence markets."

- ends -

### **ENQUIRIES**

#### **Cobham plc**

Allan Cook, Chief Executive

+44 (0)1202 882020

Warren Tucker, Chief Financial Officer

+44 (0)1202 882020

Julian Wais, Director of Investor Relations  
(day)

+44 (0)20 7318 9570 (on the

+44 (0)1202 857998

#### **Weber Shandwick Financial**

Susan Ellis/James White

+44 (0)20 7067 0700

<sup>(1)</sup> before US\$2m of non-cash stock-based compensation charge.

SPARTA employs approximately 1,200 people based across 20 US sites, with principal locations in and around Washington D.C., in Huntsville, Alabama, Southern California and Colorado Springs. The workforce is highly qualified, with a deep and robust pool of engineering and scientific talent and wide experience in solving demanding engineering and technical problems. A substantial proportion of SPARTA's workforce has US security clearances. SPARTA's management team has extensive experience in the sector and will continue to run and grow the strategic business unit after completion of the acquisition.

SPARTA brings a unique and distinct set of Systems Engineering and Technical Assistance ('SETA') capabilities to Cobham, which immediately gains a leading position in a new business segment and the opportunity to leverage capabilities and customer relationships for its existing technologies.

Within Intelligence ('Intel'), SPARTA provides a full range of products and services including the planning and direction, collection, processing, analysis and production of information for the US intelligence community. In addition, SPARTA provides other Intel related services including tools for network and information security and develops protection systems using models and simulations.

Within Missile Defence, SPARTA provides technical solutions and capabilities including systems engineering, modelling and simulation, test and evaluation, operations and sustainment planning and battle management, primarily to the US Missile Defense Agency. It has had an important role for almost thirty years in the development and deployment of effective US ballistic missile defence systems. SPARTA also provides training, testing and evaluation services for US tactical systems, including supportability analysis and training for Unmanned Aircraft Systems programmes.

SPARTA has leveraged its core capabilities into a number of other markets, including engineering and development of Net Centric Warfare systems, modelling and simulation of Space systems and engineering services to a variety of US Government customers. The military composites business is well positioned and increases Cobham's ship set value on the F-22 and F-35.

SPARTA'S business is primarily focused on classified work. Accordingly, subject to US Government approval, SPARTA will operate under an SSA ('Special Security Agreement') in conjunction with Cobham's existing classified programmes and it is intended that three senior 'Outside Directors' will be appointed to the Board of the SSA. All the outside directors provide assurance on security matters and strategic guidance on defence and market trends.

#### **Rationale and benefits of the acquisition**

The acquisition is consistent with Cobham's stated strategy of increasing shareholder value through organic growth and selective, value enhancing acquisitions in aerospace and defence markets.

This acquisition together with the recently completed acquisition of S-TEC and the announced acquisition of the Lansdale US Sensors and Antennas business, demonstrates a significant and successful acceleration in the delivery of Cobham's US development objectives. It represents a major step forward in the implementation of Cobham's technology strategy and the creation of a significant business supplying

SPARTA will transform Cobham's position in the high growth US intelligence market and presents further growth opportunities in the technical services, intelligence, ELINT (Electronic Signals Intelligence) and SIGINT (Signals Intelligence) markets. It will add technology focused systems engineering and support capabilities underpinning through-life programmes, which are increasingly desired by customers across all defence markets. These skills can be used across a number of Cobham's US businesses where such support capability is becoming increasingly important.

The intelligence capabilities and customer relationships within SPARTA are an excellent fit with Cobham's Law Enforcement and National Security businesses. SPARTA has technology focused engineering capabilities which are highly complementary to Cobham's Defence Electronic Systems Division, particularly in areas such as radar performance modelling, Network Centric Warfare and the synthesis of data collected through sensor applications

Historical growth in SPARTA's markets has been at double digits and this is anticipated to moderate a little to single digits in the future.. As a consequence of SPARTA's capabilities, Cobham will aim to gain market share in the Intel segment and to develop the business further. It is anticipated that the SPARTA team will begin to drive further growth through acquisitions, which have hitherto been precluded due to its previous ownership structure. This acquisition represents both a complementary fit for Cobham in the continued development of important markets and existing products and serves as a platform for further rapid growth.

- ends -

## **NOTES**

**1. Cobham plc** is an international company engaged in the development, delivery and support of advanced aerospace and defence systems for land, sea and air platforms. The Company specialises in the provision of components, sub-systems and services that keep people safe, improve communications and enhance the performance of aerospace and defence platforms.

**2. Cobham Defence Electronic Systems (CDES)** designs and manufactures microwave components, integrated assemblies and sub-systems for the US Department of Defense and other military and government customers around the world. It is a leading developer of all classes of air, ground and shipboard antenna sub-systems, positioners, radomes, high-power microwave components and integrated assemblies, and is the market leader for many niche microwave products. CDES is also the world leader in advanced tactical military vehicle intercom systems and soldier and ground vehicle situation awareness products.

*Nothing in this press release should be construed as a profit forecast or be interpreted to mean that the future earnings per share of Cobham will necessarily be the same as, or greater than, the earnings per share for completed financial periods.*

*This document contains 'forward-looking statements' with respect to the financial condition, results of operations and business of Cobham and to certain of Cobham's plans and objectives with respect to these items.*

*Forward-looking statements are sometimes but not always identified by their use of a date in the future or such words as 'anticipates', 'aims', 'due', 'could', 'may', 'should', 'expects', 'believes', 'intends', 'plans', 'targets', 'goal', or 'estimates'. By their very nature, forward-looking statements are inherently unpredictable, speculative and involve risk and uncertainty because they relate to events and depend on circumstances that may or will occur in the future.*

changes in the economies, political situations and markets in which the Group operates; changes in government priorities due to programme reviews or revisions to strategic objectives; changes in the regulatory or competition frameworks in which the Group operates; the impact of legal or other proceedings against or which affect the Group; changes to or delays in programmes in which the Group is involved; the completion of acquisitions and divestitures and changes in exchange rates.

All written or verbal forward-looking statements, made in this document or made subsequently, which are attributable to Cobham or any other member of the Group or persons acting on their behalf are expressly qualified in their entirety by the factors referred to above. Cobham does not intend to update these forward-looking statements.

END

Close

**London Stock Exchange plc is not responsible for and does not check content on this Website. Website users are responsible for checking content. Any news item (including any prospectus) which is addressed solely to the persons and countries specified therein should not be relied upon other than by such persons and/or outside the specified countries. Terms and conditions, including restrictions on use and distribution apply.**

©2008 London Stock Exchange plc. All rights reserved

COBHAM PLC

RECEIVED  
2009 JAN 25 AM 10:53

Minutes of a meeting of the General Purposes Committee  
held at 11 Stanhope Gate, London W1K 1AN  
on 14<sup>th</sup> January 2008

Present: A E Cook - Chairman  
W G Tucker

J M Pope - Company Secretary

1. It was reported that the participant below had given notice to the company in compliance with the scheme rules exercising his options in accordance with the following particulars:

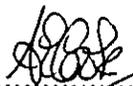
1.1 The Cobham Executive Share Option Scheme (2004)

<u>Date of Grant</u>	<u>Name</u>	<u>Date of Notice</u>	<u>No. of Shares</u>	<u>Subscription Price</u>
20.09.04	V P Crome	14.01.08	13,340 "U"	£17,973.42

It was resolved that a total of 13,340 new ordinary shares of 2.5p nominal value each be allotted in accordance with the following particulars such shares to rank pari passu with the existing ordinary shares of 2.5p each.

<u>Name</u>	<u>No. of Shares</u>	<u>Premium per Share (p)</u>
V P Crome	13,340	132.2333

- 1.2 It was further resolved that the secretary be instructed:
- 1.2.1 to direct the Registrars to prepare as soon as possible a definitive share certificate for 13,340 ordinary shares of 2.5p each in the company allotted to Rood Nominees Limited [Crest Account CFIN/Participant DT01];
- 1.2.2 to prepare and file form 88(2) and to notify the Stock Exchange of the issue of the shares.
2. There being no further business the meeting closed.



.....  
Chairman

**COBHAM PLC**

**Minutes of a meeting of the General Purposes Committee  
held at Cobham plc,  
Brook Road, Wimborne, Dorset BH21 2BJ  
On 14<sup>th</sup> January 2008**

**Present:** A E Cook - Chairman  
W G Tucker

**In attendance:** J M Pope - Secretary

**1. The Cobham Savings Related Share Option Scheme ("the Scheme")**

1.1 It was reported that the participant(s) listed on the share-save closure schedule received from the Yorkshire Building Society dated 9<sup>th</sup> January 2008, had given notice to the company (such notice being accompanied by the appropriate subscription price of £19,052.93) in compliance with the Scheme rules exercising their options in accordance with the particulars set out in the said schedules.

1.2 It was resolved that a total of 16,096 new ordinary shares of 2.5p nominal value each be allotted to the said participant(s) in accordance with the particulars set out in the closure schedule dated 9<sup>th</sup> January 2008 and that such shares to rank pari passu with the existing ordinary shares of 2.5p each.

1.3 It was further resolved that the secretary be instructed:

1.3.1 to direct the registrars to prepare as soon as possible definitive share certificates in respect of the shares allotted as aforesaid; and

1.3.2 to prepare and file form 88(2) and to notify the Stock Exchange of the issue of the shares;

1.3.3 to retain a record of closure details relating to this transaction.

2. There being no further business the meeting closed.

  
.....  
**Chairman**

Please complete in typescript,  
or in bold black capitals  
CHFP029

RECEIVED  
17 JUN 25 11 35 53 **Return of Allotment of Shares**

**Company Number**

30470

**Company name in full**

Cobham plc

**Shares allotted (including bonus shares):**

Date or period during which shares were allotted <i>(If shares were allotted on one date enter that date in the "from" box)</i>	From			To		
	Day	Month	Year	Day	Month	Year
	1   4	0   1	2   0   0   8			

Class of shares <i>(ordinary or preference etc)</i>	Ordinary 2.5p, £,		
Number allotted	16,096		
Nominal value of each share	£ 0.025		
Amount (if any) paid or due on each share <i>(including any share premium)</i>	£ 0.025		

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as paid up			
---	--	--	--

Consideration for which the shares were allotted <i>(This information must be supported by the duly stamped contract or by the duly stamped particulars on Form 88(3) if the contract is not in writing)</i>	

**When you have completed and signed the form send it to the Registrar of Companies at:**

Companies House receipt date barcode

**Companies House, Crown Way, Cardiff CF14 3UZ DX 33050 Cardiff**  
For companies registered in England and Wales

**Companies House, 37 Castle Terrace, Edinburgh EH1 2EB DX 235 Edinburgh**  
For companies registered in Scotland

**Shareholder details**

**Shares and share class allotted**

<p>Name INDIVIDUALS NAMED ON ATTACHED SCHEDULE ISSUED BY THE YORKSHIRE BUILDING</p> <p>Address</p> <p>_____</p> <p>_____</p> <p>UK Postcode L L L L L L L L</p>	<p>Class of shares allotted</p> <p>Number allotted</p> <p>Ordinary 2.5p, £. 16,096</p> <p>_____</p> <p>_____</p>
<p>Name</p> <p>_____</p> <p>Address</p> <p>_____</p> <p>_____</p> <p>UK Postcode L L L L L L L L</p>	<p>Class of shares allotted</p> <p>Number allotted</p> <p>_____</p> <p>_____</p>
<p>Name</p> <p>_____</p> <p>Address</p> <p>_____</p> <p>_____</p> <p>UK Postcode L L L L L L L L</p>	<p>Class of shares allotted</p> <p>Number allotted</p> <p>_____</p> <p>_____</p>
<p>Name</p> <p>_____</p> <p>Address</p> <p>_____</p> <p>_____</p> <p>UK Postcode L L L L L L L L</p>	<p>Class of shares allotted</p> <p>Number allotted</p> <p>_____</p> <p>_____</p>
<p>Name</p> <p>_____</p> <p>Address</p> <p>_____</p> <p>_____</p> <p>UK Postcode L L L L L L L L</p>	<p>Class of shares allotted</p> <p>Number allotted</p> <p>_____</p> <p>_____</p>

Please enter the number of continuation sheets (if any) attached to this form

Signed John Pope

Date 17-1-08

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

MR JOHN POPE, COMPANY SECRETARY, COBHAM PLC, BROOK ROAD, WIMBORNE,	
DORSET, BH21 2BJ	
Tel 01202 882020	
DX number	DX exchange

19173.68

BULK PROOF LIST FOR COBHAM PLC

Closure Date            09-JAN-2008  
No of Shares            16096            19052.93  
Module Name            :    SAV0033B  
Actioned by            :    root  
Report Date/Time       :    09-JAN-2008 at 14:49  
Pages Printed           :    00003

Employee Details

Option Details

175322464	MR CE ADAMS CHARLES EDWARD 18 FOXCROFT DRIVE WIMBORNE	Emp No5221 NI No YR074597D	Open Date 010204 Grant Date 141103 Term 5 Sub Amount 9.00 Reason REDUND	Opt Price Shares Exer Balance Interest	0.939000 460 432.00 8.52	Company Amt Cheque No Ind Amount Cheque No	431.94 069404 8.58 069413
		Left Date 311207 Location FRL					
		BH21 2JZ					
776991266	MR CE ADAMS CHARLES EDWARD 18 FOXCROFT DRIVE WIMBORNE	Emp No5221 NI No YR074597D	Open Date 010206 Grant Date 151105 Term 5 Sub Amount 146.00 Reason REDUND	Opt Price Shares Exer Balance Interest	1.240000 2866 3504.00 50.40	Company Amt Cheque No Ind Amount Cheque No	3553.84 069404 0.56 069411
		Left Date 311207 Location FRL					
		BH21 2JZ					
1871137865	MR CE ADAMS CHARLES EDWARD 18 FOXCROFT DRIVE WIMBORNE	Emp No5221 NI No YR074597D	Open Date 010205 Grant Date 161104 Term 5 Sub Amount 95.00 Reason REDUND	Opt Price Shares Exer Balance Interest	1.076000 3270 3420.00 99.78	Company Amt Cheque No Ind Amount Cheque No	3518.52 069404 1.26 069412
		Left Date 311207 Location FRL					
		BH21 2JZ					
1777212366	MR GM CAHILL GERALD 22 RUSHINGTON AVENUE TOTTEN SOUTHAMPTON	Emp No0200 NI No YP274146C	Open Date 010206 Grant Date 151105 Term 7 Sub Amount 150.00 Reason REDUND	Opt Price Shares Exer Balance Interest	1.240000 2944 3600.00 51.78	Company Amt Cheque No Ind Amount Cheque No	3650.56 069404 1.22 069405
		Left Date 310707 Location RACAL					
		S040 9DB					
1634760567	MR GM CAHILL GERALD 22 RUSHINGTON AVENUE TOTTEN SOUTHAMPTON	Emp No0200 NI No YP274146C	Open Date 010207 Grant Date 061106 Term 7 Sub Amount 95.00 Reason REDUND	Opt Price Shares Exer Balance Interest	1.530000 745 1140.00 0.00	Company Amt Cheque No Ind Amount Cheque No	1139.85 069404 0.15 069406
		Left Date 310707 Location RACAL					
		S040 9DB					

Employee Details

Option Details

774077966 MR WJ GILBERT  
 WILLIAM JOSEPH  
 73A CRESSEX ROAD  
 HIGH WYCOMBE

Emp No000127  
 NI No YK886311B  
 Left Date 050707  
 Location CEL

Reason CONRET

1.240000  
 1217  
 1548.00  
 21.42

Company Amt  
 Cheque No  
 Ind Amount  
 Cheque No

1509.08  
 069404  
 60.34  
 069408

HP12 4PS

534375867 MR W GILBERT  
 WILLIAM  
 73A CRESSEX ROAD  
 HIGH WYCOMBE

Emp No000127  
 NI No YK886311B  
 Left Date 050707  
 Location CEL

Reason CONRET

1.530000  
 674  
 1062.00  
 0.00

Company Amt  
 Cheque No  
 Ind Amount  
 Cheque No

1031.22  
 069404  
 30.78  
 069407

HP12 4PS

970779665 MR WJ GILBERT  
 WILLIAM JOSEPH  
 73A CRESSEX ROAD  
 HIGH WYCOMBE

Emp No127  
 NI No YK886311B  
 Left Date 050707  
 Location CEL

Reason CONRET

1.076000  
 3090  
 3240.00  
 94.50

Company Amt  
 Cheque No  
 Ind Amount  
 Cheque No

3324.84  
 069404  
 9.66  
 069409

HP12 4PS

869983165 MR C GOODING  
 COLIN  
 27 PLANTATION ROAD  
 POOLE

Emp No1705  
 NI No ZW176527C  
 Left Date 150607  
 Location FRA

Reason CONRET

1.076000  
 830  
 875.00  
 26.28

Company Amt  
 Cheque No  
 Ind Amount  
 Cheque No

893.08  
 069404  
 8.20  
 069410

BH17 9LN

int No Employee Details

Option Details

=====

No of Company Cheques	1
No of Shares Purchased	16096
No of Individual Cheques	9
Value of Individual Cheques	120.75
Value of other ind payments	0.00

RECEIVED

200 JUN 25 A 8 Return of Allotment of Shares

Please complete in typescript,  
or in bold black capitals  
CHFP029

Company Number

30470

Company name in full

Cobham plc

**Shares allotted (including bonus shares):**

Date or period during which  
shares were allotted  
*(If shares were allotted on one date  
enter that date in the "from" box)*

From			To		
Day	Month	Year	Day	Month	Year
1	4	01 2008			

Class of shares  
*(ordinary or preference etc)*

Ordinary 2.5p, £,

Number allotted

13,340

Nominal value of each share

£ 0.025

Amount (if any) paid or due on each  
share *(including any share premium)*

£ 0.025

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be  
treated as paid up

--	--	--

Consideration for which  
the shares were allotted  
*(This information must be supported by  
the duly stamped contract or by the duly  
stamped particulars on Form 88(3) if the  
contract is not in writing)*


**When you have completed and signed the form send it to  
the Registrar of Companies at:**

Companies House, Crown Way, Cardiff CF14 3UZ DX 33050 Cardiff  
For companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB DX 235  
For companies registered in Scotland Edinburgh

Companies House receipt date barcode

--

Shareholder details

Shares and share class allotted

<p>Name ROOD NOMINEES LIMITED (CREST PARTICIPANT DT01/CREST MEMBER ACCOUNT CFIN)</p> <p>Address 20 FENCHURCH STREET, LONDON, ENGLAND</p> <p>UK Postcode EC3P 3DB</p>	<p>Class of shares allotted Ordinary 2.5p, £</p>	<p>Number allotted 13,340</p>
<p>Name</p> <p>Address</p> <p>UK Postcode</p>	<p>Class of shares allotted</p>	<p>Number allotted</p>
<p>Name</p> <p>Address</p> <p>UK Postcode</p>	<p>Class of shares allotted</p>	<p>Number allotted</p>
<p>Name</p> <p>Address</p> <p>UK Postcode</p>	<p>Class of shares allotted</p>	<p>Number allotted</p>
<p>Name</p> <p>Address</p> <p>UK Postcode</p>	<p>Class of shares allotted</p>	<p>Number allotted</p>

Please enter the number of continuation sheets (if any) attached to this form

Signed [Signature] Date 12/1/08

A director / secretary / administrator / administrative receiver / receiver manager / receiver Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

MR JOHN POPE, COMPANY SECRETARY, COBHAM PLC, BROOK ROAD, WIMBORNE,	
DORSET, BH21 2BJ	
Tel 01202 883020	
DX number	DX exchange

**END**