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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): **December 6, 2012****United-Guardian, Inc.**

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)**001-10526**
(Commission File Number)**11-1719724**
(IRS Employer
Identification No.)**230 Marcus Boulevard, Hauppauge, New York 11788**
(Address of principal executive offices)Registrant's telephone number, including area code: **(631) 273-0900****Not Applicable**

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

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))

Item 7.01. Regulation FD Disclosure.

On December 6, 2012 the Registrant issued a press release, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

Exhibit 99.1. Press release dated December 6, 2012

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

United-Guardian, Inc.

Date: December 6, 2012

By: /s/ KEN GLOBUS
Ken Globus
President

EX-99 2 newsrelease.htm PRESS RELEASE

EXHIBIT 99.1

United-Guardian Announces Special and Semi-Annual Dividend

HAUPPAUGE, N.Y., Dec. 6, 2012 (GLOBE NEWSWIRE) -- United-Guardian, Inc. (Nasdaq:UG), a manufacturer of cosmetic ingredients, personal and health care products, pharmaceuticals, and specialty industrial products, announced today that the company's Board of Directors, at its meeting on December 4, 2012, declared both a semi-annual dividend of \$0.44 per share, and a special dividend of \$0.50 per share. Both dividends will be paid on December 21, 2012 to all stockholders of record as of the close of business on December 14, 2012.

"We are pleased to be in a position to pay both our regular semi-annual dividend as well as this special dividend," stated Ken Globus, President of United-Guardian. "Given the uncertainty of the tax treatment of dividends after the end of this year, the Board felt that paying this special dividend would be in the best interest of our stockholders. Our strong cash and marketable securities position, along with our belief that we will continue to generate and increase free cash flow from the business over the long-term, also factored into the decision. It also reflects our continuing commitment to return excess cash to shareholders. The board believes that paying a special dividend at this time is a tax-efficient way to provide additional value to our shareholders, and will not in any way compromise the company's ability to fund any anticipated capital expenditures."

The United-Guardian, Inc. logo is available at <http://www.globenewswire.com/newsroom/prs/?pkgid=6000>

NOTE: This press release contains both historical and "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements about the company's expectations or beliefs concerning future events, such as financial performance, business prospects, and similar matters, are being made in reliance upon the "safe harbor" provisions of that Act. Such statements are subject to a variety of factors that could cause our actual results or performance to differ materially from the anticipated results or performance expressed or implied by such forward-looking statements. For further information about the risks and uncertainties that may affect the company's business please refer to the company's reports and filings with the Securities and Exchange Commission.

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