

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K/A No. 1

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(D) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): September 29, 1995

DOVER CORPORATION  
(Exact name of registrant as specified in its charter)STATE OF DELAWARE  
(State or other jurisdiction  
of incorporation)1-4018  
(Commission  
File Number)53-0257888  
(IRS Employer  
Identification No.)280 PARK AVENUE, NEW YORK, NY  
(Address of principal executive offices)10017  
(Zip Code)

Registrant's telephone number, including area code: (212) 922-1640

The registrant hereby amends the following items, financial statements or other portions of its Current Report on Form 8-K dated September 29, 1995 and filed on October 16, 1995 as set forth in the pages attached hereto:

- Item 2. Acquisition or Disposition of Assets
- Item 7. Financial Statements and Exhibits
  - (a) Financial statements of business acquired.
  - (b) Pro forma financial information.

Item 2. Acquisition or Disposition of Assets

On September 29, 1995, a wholly-owned subsidiary of Dover Corporation ("Dover" or the "Company") executed an Agreement for the Sale of Shares with a number of financial institutions and individuals, pursuant to which Dover agreed to purchase approximately 48% of the outstanding stock of Imaje, S.A. ("Imaje") owned by such group, and simultaneously offer to purchase all of the remaining outstanding stock of Imaje. As a result, Dover, through such subsidiary, has purchased 94% of the outstanding stock of Imaje through October 23, 1995. Dover intends to purchase all the remaining outstanding shares of Imaje, including (a) 1% which has already been tendered and is being processed for payment and (b) another 4% which Dover has an option to purchase within one year.

Based in Valence, France, Imaje is one of the world's three largest manufacturers of industrial continuous ink jet printers and specialized inks used for coding and marking products and consumables. It also produces laser and contact marking printers. Imaje had sales of \$144 million and operating profit of \$27 million for 1994, and sales of \$82 million and operating profit of \$22 million for the six months ended June 30, 1995.

The Company previously reported that Imaje had 1994 sales of FF795 million (\$158 million) and an operating profit of FF190 million (\$38 million). Each of these dollar figures reflects translation at the then current rate of exchange. The sales and operating profit figures for 1994 set forth in the immediately preceding paragraph have been translated at the average rate of exchange for 1994. In addition, the operating profit shown in the immediately preceding paragraph includes charges for employee profit sharing, goodwill amortization and certain exceptional expenses.

Imaje employs about 900 people, of whom 45% work in France and the balance are employed in subsidiaries throughout the world. Imaje will continue to operate as an independent company, part of the Dover Technologies' segment.

The economic cost to acquire 100% of the stock of Imaje, including all direct costs, is approximately FF1,014 million (\$205 million), where "economic cost" is defined as total cash consideration plus long-term debt assumed, less cash acquired. Under generally accepted accounting principles, the comparable purchase price is approximately FF1,048 million (\$212 million). The purchase price and related consideration paid is a result of a competitive bidding process managed by Clinvest, the investment banking subsidiary of Credit Lyonnais Group, for the benefit of Imaje's stockholders. To fund the acquisition, Dover increased its short term commercial paper borrowings prior to the Imaje closing by approximately \$200 million, which was used along with internally-generated funds to purchase the French francs required.

## Item 7. Financial Statements and Exhibits

## (a) Financial statements of the business acquired.

The following historic financial statements of Imaje are submitted herewith on the pages indicated. Such statements were prepared in accordance with International Accounting Standards. For information regarding appropriate French franc conversion ratios, see the pro forma condensed financial information below.

	Page
	----
Report of Independent Accountants.....	4
Combined Balance Sheet at December 31, 1994.....	5
Combined Statement of Earnings for the year ended December 31, 1994.....	6
Combined Statement of Cash Flows for the year ended December 31, 1994.....	7
Combined Balance Sheet at June 30, 1995 and 1994 (Unaudited).....	8
Combined Statements of Earnings for the six months ended June 30, 1995 and 1994 (Unaudited).....	9
Combined Statements of Cash Flows for the six months ended June 30, 1995 and 1994 (Unaudited).....	10
Notes to Combined Financial Statements.....	11

## (b) Pro forma financial information.

The following unaudited pro forma condensed combined financial information of Dover Corporation and Imaje are submitted herewith on the indicated pages.

Pro Forma Condensed Combined Financial Information.....	19
Pro Forma Condensed Combined Balance Sheet at June 30, 1995 (unaudited).....	20
Notes to Pro Forma Condensed Combined Balance Sheet at June 30, 1995 (unaudited).....	21
Pro Forma Condensed Combined Statement of Earnings for the six months ended June 30, 1995 (unaudited).....	22
Notes to Pro Forma Condensed Combined Statement of Earnings for the six months ended June 30, 1995 (unaudited).....	23
Pro Forma Condensed Combined Statement of Earnings for the year ended December 31, 1994 (unaudited).....	24
Notes to Pro Forma Condensed Combined Statement of Earnings for the year ended December 31, 1994 (unaudited).....	25

a) Financial statements of the business acquired.

Imaje S.A. statutory auditors  
general report.

In compliance with the assignment entrusted to us, we hereby report to you on:

- - the audit of the accompanying annual financial statements of Imaje,
- - the specific verifications and information required by law, for the year ended 31 December, 1994.

Opinion on the annual financial statements.

We have audited the consolidated financial statements (comprising the balance sheet, the income statement, the cash-flow statement and the notes thereto) by performing the procedures we considered necessary in accordance with French professional standards.

The wish to bring to your attention the following matter: the company has reviewed the period over which the difference arising upon initial consolidation is written off, reducing the period from 20 years to 5 years. The application of this revised policy has led to the company recording additional amortization expense of FF29,262,000 in 1994.

In our opinion, the annual financial statements referred to above give a true and fair view of the Company's financial position, and its assets and liabilities as of 31 December, 1994, and the results of its operations for the year then ended.

Specific verifications and information.

We have also carried out the specific verifications required by law, in accordance with French professional standards.

We have no comment to make as to the fair presentation and the conformity with the annual accounts of the information given in the report of the Board of Directors.

The statutory auditors  
14 April 1995

/s/ Jacques Meunier  
-----  
Audit Sud-Est  
Jacques Meunier

/s/ Jean-Michel Bloch  
-----  
Ernst & Young Audit  
Jean-Michel Bloch

IMAJE  
BALANCE SHEET  
at December 31, 1994

ASSETS (in thousands of French Francs)

Fixed Assets:	
Intangible Fixed Assets	5,629
Difference Arising on first consolidation - unallocated	2,234
Tangible fixed assets	83,546
Financial fixed assets	8,906
	-----
Total fixed assets	100,315
	-----
Current Assets:	
Inventories and work-in-progress	79,749
Advance Payments received from Customers	944
Trade Receivables	144,657
Other Receivables	27,946
Investment Securities	29,037
Cash	49,687
Prepayments	6,008
	-----
Total Current Assets	338,028
	-----
Difference arising on Translation of foreign currency	2
	-----
Total Assets	438,345
	=====

LIABILITIES (in thousands of French Francs)

Group shareholders' equity:	
Share capital	135,409
Share Issue Premium	37,271
Reserves	(107,231)
Income from the period (group share)	87,137
Interim dividends	(5,416)
	-----
Total group shareholders' equity	147,170
	-----
Minority interests:	
Minority interest in reserves	223
Minority interest in income for the period	132
	-----
Total minority interest	355
	-----
Total shareholders' equity	147,525
	-----
Provisions:	
Provisions for liabilities and charges	26,314
	-----
Total Provisions	26,314
	-----
Debt and liabilities	
Convertible debt	6,800
Loans and financial debt	84,808
Payments received on account of work-in-progress	4,078
Suppliers and trade payables	56,123
Other liabilities	107,184
Revenues related to future periods	5,496
	-----
Total debts	264,489
	-----
Unrealized exchange gains	17
	-----
Total Liabilities	438,345
	=====

IMAJE  
 CONSOLIDATED INCOME STATEMENT  
 for the year ended December 31, 1994

(in thousands of French Francs)

Sales	794,833
Production held as inventory	359
Production capitalized	6,774
	-----
Total operating revenues	801,966
Cost of sales	236,989
	-----
Gross profit	564,977
Other purchases and external expenses	125,849
	-----
Added value	439,128
	-----
Operating subsidies received	3,586
Taxes and similar expenses	12,732
Wages, salaries and social charges	203,496
	-----
Operating income before depreciation and Provisions	226,486
	-----
Other income	3,410
Depreciation charge	23,499
Movement in provisions	9,255
	-----
Operating income	197,142
Net financial expense	(21,481)
	-----
Income before tax and exceptional items	175,661
	-----
Net exceptional expense	(8,722)
Employee profit sharing	5,923
Taxation	41,263
Deferred tax expense	1,167
Amortization of goodwill arising on consolidation	31,317
	-----
Net consolidated income	87,269
Minority interest	132
	-----
Net group income	87,137
	=====

IMAJE  
 CONSOLIDATED CASH FLOW STATEMENT  
 for the year ended December 31, 1994

(in thousands of French Francs)

Cash flows from operations:	
Net consolidated income	87,269
Depreciation and amortization	23,499
Amortization of goodwill arising on consolidation	31,316
Profit/loss on disposal of assets	4,955
Deferred tax	1,167
	-----
Operating cash flows	148,206
Movement in working capital requirements	(43,836)
	-----
Cash provided by operating activities	192,042
	-----
Investing activities:	
Industrial investments	22,427
Financial investments	9,841
Proceeds from sale of assets	(8,737)
	-----
Net cash used by investing activities	23,531
	-----
Financing activities:	
Increase in shareholders' equity	47,123
Dividends paid (Imaje + minority interest of group companies)	(6,381)
Movement in long-term debt	(130,413)
	-----
Cash provided by financing activities	(89,671)
	-----
Net increase in cash and cash equivalents from all activities	78,840
	=====

IMAJE  
BALANCE SHEET  
at June 30,

	1995	1994
	----	----
ASSETS (in thousands of French Francs)		
Share capital called but not fully paid		294
Fixed Assets:		
Intangible Fixed Assets	5,049	6,070
Difference Arising on first consolidation - unallocated	2,002	
Tangible fixed assets	76,049	97,274
Financial fixed assets	8,999	11,720
Total fixed assets	92,099	115,064
Current Assets:		
Inventories and work-in-progress	87,100	96,559
Advance Payments received from Customers	2,004	2,336
Trade Receivables	151,837	135,437
Other Receivables	42,387	32,531
Cash and investment Securities	128,531	36,593
Prepayments	6,009	5,099
Total Current Assets	417,868	308,555
Difference arising on Translation of foreign currency		
Total Assets	509,967	423,913
	=====	=====
LIABILITIES (in thousands of French Francs)		
Group shareholders' equity:		
Share capital	135,411	135,956
Share Issue Premium	37,273	39,435
Reserves	(34,467)	(110,880)
Income from the period (group share)	75,864	49,367
Interim dividends	0	
Total group shareholders' equity	214,081	113,878
Minority interests:		
Minority interest in reserves	355	6,641
Minority interest in income for the period	47	1,236
Total minority interest	402	7,877
Total shareholders' equity	214,483	121,755
Provisions:		
Provisions for liabilities and charges	28,567	29,697
Total Provisions	28,567	29,697
Debt and liabilities		
Convertible debt	6,795	17,250
Loans and financial debt	88,354	101,926
Payments received on account of work-in-progress	4,981	11,167
Suppliers and trade payables	58,368	66,621
Other liabilities	104,792	72,111
Revenues related to future periods	3,627	3,386
Total debts	266,917	272,461
Unrealized exchange gains		
Total Liabilities	509,967	423,913
	=====	=====

IMAJE  
 CONSOLIDATED INCOME STATEMENT  
 for the six months ended June 30,

(in thousands of French Francs)	1995 ----	1994 ----
Sales	409,998	376,818
Production held as inventory	12,824	9,214
Production capitalized		
	-----	-----
Total operating revenues	422,822	386,032
Cost of sales	114,781	113,401
	-----	-----
Gross profit	308,041	272,631
Other purchases and external expenses	61,133	61,206
	-----	-----
Added value	246,908	211,425
	-----	-----
Operating subsidies received	520	1,905
Taxes and similar expenses	7,191	6,493
Wages, salaries and social charges	99,904	97,735
	-----	-----
Operating income before depreciation and Provisions	140,333	109,102
	-----	-----
Other income	1,015	6
Depreciation charge	9,245	13,182
Movement in provisions	4,481	3,886
	-----	-----
Operating income	127,622	92,040
Net financial expense	(8,959)	(10,239)
	-----	-----
Income before tax and exceptional items	118,663	81,801
	-----	-----
Net exceptional expense	(7,691)	(4,789)
Employee profit sharing	5,195	2,746
Taxation	43,305	21,734
Deferred tax expense	(13,662)	2,966
Amortization of goodwill arising on consolidation	232	199
	-----	-----
Net consolidated income	75,902	49,367
Minority interest	48	
	-----	-----
Net group income	75,854	49,367
	=====	=====

IMAJE  
 CONSOLIDATED CASH FLOW STATEMENT  
 for the six months ended June 30,

(in thousands of French Francs)	1995 ----	1994 ----
Cash flows from operations:		
Net consolidated income	75,854	49,367
Depreciation and amortization	8,784	6,621
Amortization of goodwill arising on consolidation	232	
Profit/loss on disposal of assets	(1,099)	(566)
Deferred tax	(13,978)	
	-----	-----
Operating cash flows	69,793	55,422
Movement in working capital requirements	17,914	(15,662)
	-----	-----
Cash provided by operating activities	51,879	71,084
	-----	-----
Investing activities:		
Industrial investments	3,780	8,166
Financial investments		
Proceeds from sale of assets	(2,907)	(2,182)
	-----	-----
Net cash used by investing activities	873	5,984
	-----	-----
Financing activities:		
Increase in shareholders' equity		3
Dividends paid (Imaje + minority interest of group companies)	(4,740)	
Movement in long-term debt	3,541	(42,471)
	-----	-----
Cash provided by financing activities	(1,199)	(42,468)
	-----	-----
Net increase in cash and cash equivalents from all activities	49,807	22,632
	=====	=====

## NOTES TO THE DECEMBER 31, 1994 CONSOLIDATED FINANCIAL STATEMENTS.

## ACCOUNTING POLICIES.

## 1. GENERAL PRINCIPLES.

For the preparation of its consolidated financial statements, the Imaje Group applies the international accounting standards of the International Accounting Standards Committee (I.A.S.C.).

The consolidated financial statements are prepared in accordance with the French law of 3 January 1985 on consolidated financial statements and the statutory order of 17 February 1986.

## 2. CONSOLIDATION PRINCIPLES.

## - - DETERMINATION OF THE SCOPE OF THE CONSOLIDATION AND METHOD OF CONSOLIDATION.

The material companies of which Imaje exerts exclusive control are consolidated by overall integration.

## - - YEAR-END CLOSING PRINCIPLES.

The local financial statements of the consolidated companies are closed at 31 December 1994. These statements are then adjusted if required to ensure compliance with group accounting policies.

## - - TREATMENT OF THE DIFFERENCE ARISING UPON THE INITIAL CONSOLIDATION.

The excess of the purchase price of the investment in the consolidated companies over the share of net assets acquired at the date of acquisition is included as an asset under the heading "goodwill arising upon acquisition".

Unallocated goodwill arising upon acquisition is amortized over 5 years.

Until 31 December 1993, such goodwill was amortized over 20 years.

This change in accounting policy has resulted in an additional amortization charge of FF 29.3 millions being recorded in the 1994 accounting period.

## - - CONVERSION METHOD UTILIZED FOR THE CONSOLIDATION OF FOREIGN COMPANIES.

The financial statements of foreign companies are converted using the closing rate method: assets and liabilities are converted at the closing rate and the income statement is converted at the average rate.

Exchange differences arising are allocated directly to net equity.

Due to the high level of inflation in Brazil, all accounting entries are re-recorded each day in US dollars.

This subsidiary is then consolidated based on the local US dollar accounts.

## SPECIFIC ACCOUNTING POLICIES.

## 1. SALES.

Consolidated sales represent the value net of taxes of goods and services sold by the consolidated companies in the normal course of their activity and is after elimination of intra-group sales.

## 2. TANGIBLE AND INTANGIBLE FIXED ASSETS.

Fixed assets are recorded at their historic cost.

Assets acquired under capital leases are capitalized except for those relating to motor vehicles having a unit value less than FF 150,000.

For the purposes of the consolidated financial statements, assets are depreciated using the straight line method over the expected useful economic lives of each of the asset categories.

The useful expected lives retained are as follows:

- - Computer software.....	3 years.
- - Buildings.....	20 years.
- - Building improvements.....	10 years.
- - Plant and equipment.....	5 years.
- - Motor vehicles.....	4 years.
- - Office equipment.....	5 years.
- - Fixtures and fittings.....	10 years.
- - Computer hardware.....	3-5 years.

Purchased goodwill is not amortized but is provided for if such a provision is required.

## 3. INVENTORIES AND WORK-IN-PROGRESS.

Raw materials and supplies are valued using the first-in, first-out method.

Work-in-progress and finished goods are valued at cost.

A provision for depreciation is recognized when the probable realizable value is lower than the inventory value.

Obsolete and slow moving inventories are also provided for.

## 4. TRADE RECEIVABLES.

Doubtful or contentious trade receivables are provided for on a case by case basis.

## 5. INCOME TAX.

Provisions for deferred taxes or for deferred income are recognized in accordance with the liability method in order to record the tax charge in the period to which it relates.

Timing differences can exist between the date certain items of income and expenditure are recorded in the accounts and the date they are recognized for income tax purposes.

Such timing differences exist due to differences between tax and accounting depreciation and provisions recorded for tax purposes.

Provisions for deferred taxes or for deferred income are limited to the extent that the payment or refund is probable.

Part of the tax losses of the subsidiaries is included as deferred tax assets in the balance sheet.

The deferred tax asset is limited to 3% of annual budgeted sales for the next three financial years or of total budgeted pre-tax income for the next three financial years. The lower of these two figures is retained. There are two exceptions to this rule:

- - due to the high level of profitability of the German subsidiary, the limit has been increased to 6% of annual budgeted sales for the next three financial years or of total budgeted pre-tax income for the next three financial years;

- - the American subsidiary is currently undergoing a tax investigation; as a precaution, none of the tax deficit has been included as a deferred tax asset.

6. LUMP-SUM RETIREMENT BENEFITS.

Lump-sum retirement benefits and supplementary pension liabilities are not material. No provision or off-balance sheet commitments have been recorded.

NOTES TO THE CONSOLIDATED BALANCE SHEET AND TO THE CONSOLIDATED INCOME STATEMENT  
FOR THE PERIOD ENDED DECEMBER 31, 1994

1. SCOPE OF THE CONSOLIDATION.

- - List of subsidiaries consolidated.

Parent company: IMAJE S.A. - BP 110 - 26501 Bourg-les-Valence Cedex - France

Subsidiaries:

	COUNTRY	% GROUP CONTROL	% GROUP INTEREST
IMAJE ASIA	Singapore	100.00	100.00
IMAJE K.K.	Japan	100.00	100.00
IMAJE I.J.P. CORP.	U.S.A.	100.00	100.00
IMAJE HONG-KONG LTD.	Hong-Kong	100.00	100.00
IMAJE A.G.	Switzerland	100.00	100.00
IMAJE CODING A/S	Denmark	100.00	100.00
IMAJE CODING TEC BV	The Netherlands	100.00	100.00
IMAJE ITALIA SRL	Italy	100.00	100.00
IMAJE AS NORGE	Norway	100.00	100.00
IMAJE C.T. SDN BHD (1)	Malaysia	100.00	100.00
IMAJE CANADA INC.	Canada	100.00	100.00
DATO PACK EUROPA	Spain	99.67	99.67
IMAJE TEC CODIFICACAO LT	Portugal	100.00	99.99
IMAJE CODING TEC PTY LTD	Australia	100.00	100.00
IMAJE CODING TECH. LTD	New Zealand	100.00	100.00
IMAJE GMBH	Germany	100.00	100.00
IMAJE SVENSKA	Sweden	100.00	100.00
IMAJE UK LTD	United Kingdom	100.00	100.00
IMAJE DO BRAZIL	Brazil	99.99	99.99
IMAJE MEXICO SA DE CV	Mexico	100.00	100.00
IMAJE KOREA CO. LTD	Korea	99.98	99.98
XIAMEN IMAJE JINLING	China	97.00	97.00
CYBERG SA	France	99.89	99.89
TOXOT SA	France	99.99	99.99
IMAJE INK JET NV SA	Belgium	100.00	100.00
IMAJE MERKINTA OY	Finland	100.00	100.00
IMAJE TAIWAN LTD	Taiwan	100.00	100.00

(1) In accordance with Malay legal requirements, Imaje S.A. holds a 49 % share in Imaje C.T SDN BHD. However, in conformity with a C.N.C. pronouncement in November 1994, the Malay subsidiary has been integrated globally.

- - COMPANIES EXCLUDED FROM THE SCOPE OF CONSOLIDATION.

IMAJE CODING TECHNOLOGY PVT.LTD. (INDIA)

The 40% shareholding of Imaje S.A. is not material in terms of the Imaje Group.

The investment in this company has been fully provided for.

The most recent financial statements of this company in the period to 31 March 1994 recorded a loss of FF 59,000.

Net equity amounted to FF 614,000.

- - CHANGES IN THE CONSOLIDATION SCOPE DURING THE YEAR.

The Brazilian subsidiary has been consolidated for the first time in 1994. The Finnish and Taiwanese subsidiaries were created in 1994.

2. DIFFERENCE ARISING ON FIRST CONSOLIDATION - UNALLOCATED.

Categories	Balance at 01/01/1994	Increase	Decrease	Balance at 12/31/1994
Gross	39,367	2,319		41,686
Amortization	8,135	31,317		39,452
Net	31,232	-28,998		2,234

3. FIXED ASSETS

Gross values (1) Categories	Balance at 01.01.1994	Exchange Difference	Increase	Decrease	Balance at 12/31/1994
Land	10,500	-86	1,177	2,714	8,877
Buildings	57,952	-1,400	6,473	2,276	60,749
Plant and machinery	58,980	-764	13,383	17,598	54,001
Motor vehicles	9,010	-670	1,782	2,781	7,341
Fixtures & office equipment	22,727	-525	2,383	3,757	20,828
Other fixed assets	27,317	-98	2,728	11,429	18,518
Additions in progress	3,388		94	3,388	94
Total	189,874	-3,543	28,020	43,943	170,408

Accumulated depreciation categories	Balance at 01.01.1994	Exchange difference	Increase	Decrease	Balance at 12/31/1994
Land & improvements	1,058		414	115	1,356
Buildings	14,143	-166	5,892	2,354	17,515
Plant & machinery	41,507	-298	11,437	14,300	38,346
Motor vehicles	5,218	-204	1,562	1,920	4,656
Fixtures & office equipment	11,727	-97	4,427	2,392	13,665
Other fixed assets	18,211	-223	3,838	10,502	11,324
Total	91,864	-988	27,570	31,585	86,861

(1) The gross value of assets acquired under capital leases and capitalized for consolidation purposes FF 26,003,000 at 31 December 1994.

## 4. FINANCIAL FIXED ASSETS.

Gross values Categories	Balance at 01.01.1994	Exchange difference	Increase	Decrease	Balance 12/31/1994
Non-consolidated investments	2,840			2,540	300
Other investments	619	-11		221	387
Loans	314		99	94	319
Deposits & guarantees	7,495	-117	1,262	378	8,262
	11,268	-128	1,361	3,233	9,268

## 5. MOVEMENTS IN SHAREHOLDERS' EQUITY

Overall shareholders' equity 31.12.1993	25,199
Exchange difference arising on reserves	-5,361
Purchase of minority interests	-5,684
Increase in share capital (conversion of convertible debt)	35,913
Share issue premium (conversion of convertible debt)	18,466
Interim dividends paid to third parties	-6,381
1994 income	87,269
Exchange difference arising on income for the year	-778
Other movements	-1,118
Overall shareholders' equity 31.12.1994	147,525

The movement during the year of the minority interest in overall shareholders' equity is due to the merger between Imaje and Sofimaje, by the purchase of virtually all the minority interests in the foreign subsidiaries and by distribution of dividends.

## 6. PROVISIONS FOR LIABILITIES AND CHARGES

## 7 Categories

Customer guarantees	6,472
Employee profit sharing	2,941
Subsidies to be refunded	4,074
Commercial disputes	2,764
Social disputes	2,030
Deferred taxes	510
Other liabilities and charges	7,523
Total	26,314

The deferred tax provision amounted to FF 538,000 at 31 December 1993.

Deferred tax assets totaling FF 15,802,000 at 31 December 1994 are included in the balance sheet category "other receivables". They amounted to FF 16,880,000 at 31 December 1993.

## 7. DEBT

Category	12/31/1994
Convertible debt	6,800
Bank loans	58,310
Capital lease obligations (calculated for consolidation purposes)	19,590
Bank overdrafts	4,554
Other financial debt	2,354
<b>Total</b>	<b>91,608</b>

Debt repayment schedule	12/31/1994
Due in less than 1 year	12,829
Due between 1 and 5 years	58,441
Due after 5 years	20,338
<b>Total</b>	<b>91,608</b>

## 8. ANALYSIS OF SALES BY GEOGRAPHICAL AREA

Area	1994		1993	
Europe	489,835	62%	429,742	63%
America	122,960	15%	100,111	15%
Asia and Oceania	182,038	23%	151,940	22%
	<b>794,833</b>	<b>100%</b>	<b>681,793</b>	<b>100%</b>

## 9. ANALYSIS OF NET FINANCIAL EXPENSE

	1994	1993
Financial income	2,404	2,340
Financial expense	-15,758	-36,458
Net exchange loss	-8,127	-5,082
<b>Net financial expense</b>	<b>-21,481</b>	<b>-39,200</b>

## 10. ANALYSIS OF NET EXCEPTIONAL EXPENSE

	1994
Loss on disposal of assets	-4,955
Other	-3,768
<b>Net exceptional expense</b>	<b>-8,722</b>



## 11. RESEARCH AND DEVELOPMENT EXPENDITURE

Research and development expenditure amounted to FF 43 millions during 1994 compared to FF 51 millions in 1993.

## 12. EARNINGS PER SHARE

	12/31/1994	12/31/1993
Number of shares	1,354,091	503,911
Net Group income per share (FF)	64.35	24.10

## 13. ANALYSIS OF AVERAGE NUMBER OF EMPLOYEES

	1994	1993
Management	45	48
Administration	143	147
Logistics	72	66
Production	124	150
Technical	270	285
Sales and marketing	179	195
Research	77	81
Total	910	972

## 14. COMMITMENTS AND GUARANTEES

	1994
Discounted notes not yet due	2,376
Guarantees and securities given	33,071
Capital leases not capitalized	3,888
Forward sales of currencies	5,964
Debt guaranteed by collateral	13,142
Total	58,440

Forward sales of currencies are linked to group commercial transactions.  
Unrealized losses are provided for.

(b) Pro forma financial information.

DOVER CORPORATION AND IMAJE, S.A.  
PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

The pro forma condensed combined financial information gives effect on a purchase accounting basis to the acquisition by Dover Corporation (the "Company") of Imaje, S.A. ("Imaje"). (See item 2 of this Form 8-K/A for a description of the transaction.)

The pro forma condensed combined balance sheet assumes that the acquisition occurred on June 30, 1995, whereas the pro forma condensed combined statements of earnings assume that the acquisition occurred on January 1, 1994. Although the Company used internally-generated funds to finance a portion of the purchase price, the pro forma condensed combined statements assume that the purchase price of Imaje stock was financed from borrowings.

The pro forma adjustments are based on preliminary assumptions of the allocation of the purchase price and are subject to substantial revision once appraisals and evaluations and other studies of the fair market value of the Imaje assets and liabilities are completed. Accordingly, final purchase accounting adjustments may differ substantially from the pro forma adjustments presented herein.

The pro forma condensed combined financial statements are not necessarily indicative of the results that actually would have occurred if the acquisition had been in effect since the assumed dates, nor are they necessarily indicative of future combined financial position or earnings. The Company's future financial statements will reflect the acquisition of Imaje as of September 29, 1995.

The pro forma condensed combined statements should be read in conjunction with the consolidated financial statements of the Company filed with the Securities and Exchange Commission in its Annual Report on Form 10-K for the calendar year ended December 31, 1994, and in its Quarterly Report on Form 10-Q for the period ended June 30, 1995, and the financial statements of Imaje included in this Form 8-K/A on pages 4 through 18.

Imaje has prepared its historical financial statements in French francs and in conformity with the international accounting standards of the International Accounting Standards Committee. The historical financial statements shown for Imaje on the following pages have been translated into U.S. dollars at the appropriate rates of exchange as indicated in the notes and certain Imaje accounts have been reclassified to conform to the Company's method of presentation. With respect to the historical balance sheets, the reclassifications affected accounts receivable, income taxes payable and deferred income taxes. With respect to the historical statements of earnings, the reclassifications affected all of the condensed captions with the exception of Net sales and Net earnings.

DOVER CORPORATION AND IMAJE, S.A.  
 PRO FORMA CONDENSED COMBINED BALANCE SHEET  
 AT JUNE 30, 1995 ( UNAUDITED )

	HISTORICAL		PRO FORMA	
	DOVER	IMAJE	Adjustments	COMBINED
	(in thousands of U.S. dollars)			
<b>ASSETS</b>				
Cash and equivalents	\$ 80,643	\$25,706	\$	\$ 106,349
Marketable securities	63,680			63,680
Receivables, net	664,295	32,765		697,060
Inventories	424,857	17,420	6,770 (b)	449,047
Other current assets	50,134	1,603		51,737
	<hr/>			
Total current assets	1,283,609	77,494	6,770	1,367,873
Property, plant and equipment, net	377,012	15,210	18,060 (b)	410,282
Intangible assets, net of amortization	597,470	1,009	153,996 (b)	752,475
Other intangible assets	10,258			10,258
Other assets and deferred charges	55,676	2,201		57,877
	<hr/>			
<b>TOTAL ASSETS</b>	<b>\$2,324,025</b>	<b>\$95,914</b>	<b>\$178,826</b>	<b>\$2,598,765</b>
<hr/>				
<b>LIABILITIES</b>				
Notes payable	\$ 329,003		\$211,551 (a)	\$ 540,554
Current maturities of long-term debt	298	\$ 2,541		2,839
Accounts payable	160,842	12,670		173,512
Accrued expenses	376,712	19,916		396,628
Federal and other taxes on income	29,893	7,336		37,229
	<hr/>			
Total current liabilities	896,748	42,463	211,551	1,150,762
Long-term debt	256,103	16,489		272,592
Deferred income taxes	1,859	(5,854)	10,091 (b)	6,096
Other deferrals	50,355			50,355
	<hr/>			
Total liabilities	1,205,065	53,098	221,642	1,479,805
<hr/>				
<b>STOCKHOLDERS' EQUITY</b>				
Common stock	58,104	27,082	(27,082)(c)	58,104
Additional paid-in-capital	412	7,455	(7,455)(c)	412
Other stockholders' equity	1,060,444	8,279	(8,279)(c)	1,060,444
	<hr/>			
Total stockholders' equity	1,118,960	42,816	(42,816)	1,118,960
	<hr/>			
<b>TOTAL LIABILITIES AND     STOCKHOLDERS' EQUITY</b>	<b>\$2,324,025</b>	<b>\$95,914</b>	<b>\$178,826</b>	<b>\$2,598,765</b>
	<hr/>			

See notes to pro forma condensed combined balance sheet.

DOVER CORPORATION AND IMAJE, S.A.  
 NOTES TO PRO FORMA CONDENSED COMBINED BALANCE SHEET  
 AT JUNE 30, 1995  
 (UNAUDITED AND IN THOUSANDS OF U.S. DOLLARS)

The historical balance sheet of Imaje was prepared in French francs and translated into U.S. dollars at FF 5 per U.S. dollar, the approximate exchange rate in effect on June 30, 1995.

The following is a summary of the adjustments reflected in the pro forma condensed combined balance sheet:

(a) Purchase price for Imaje stock	\$209,941
Estimated capitalized fees	1,610
	-----
	\$211,551
	=====

For purposes of the pro forma condensed combined balance sheet it has been assumed that the purchase price for Imaje stock was raised through borrowed funds.

(b) Adjustment of historical values of certain acquired assets to estimated fair values, and applicable estimated write off period:

Inventory (3 months)		\$ 6,770
Property, plant and equipment (10 years)		18,060
Goodwill & other intangibles:		
Goodwill (40 years)	149,996	
Patents (10 years)	4,000	153,996
	-----	
Deferred taxes - liability (3 months to 10 years)		10,091

(c) Elimination of Imaje's stockholders' equity accounts.

DOVER CORPORATION AND IMAJE, S.A.  
 PRO FORMA CONDENSED COMBINED STATEMENT OF EARNINGS  
 FOR THE SIX MONTHS ENDED JUNE 30, 1995  
 ( UNAUDITED )

	HISTORICAL		PRO FORMA	
	DOVER	IMAJE	Adjustments	COMBINED
	(in thousands of U.S. dollars)			
Net sales	\$1,802,293	\$82,276	\$	\$1,884,569
Cost of sales	1,229,221	35,088	877 (a)	1,265,186
	-----			
Gross profit	573,072	47,188	(877)	619,383
Selling, and administrative expenses	356,082	24,738	2,101 (a)	382,921
	-----			
Operating profit	216,990	22,450	(2,978)	236,462
Interest expense, interest income, and other deductions, net	4,122	1,279	7,086 (c)	12,487
	-----			
Earnings before taxes on income	212,868	21,171	(10,064)	223,975
Federal and other taxes on income	74,177	5,949	(386) (b)	77,260
	-----			
Net earnings	\$ 138,691	\$15,222	\$ (7,198)	\$ 146,715
	=====			

See notes to pro forma condensed combined statement of earnings.

DOVER CORPORATION AND IMAJE, S.A.  
 NOTES TO PRO FORMA CONDENSED COMBINED STATEMENT OF EARNINGS  
 FOR THE SIX MONTHS ENDED JUNE 30, 1995  
 (UNAUDITED AND IN THOUSANDS OF U.S. DOLLARS)

The historical statement of earnings of Imaje was prepared in French francs and translated into U.S. dollars at FF 4.9832 per U.S. dollar, the approximate average exchange rate in effect for the six month period ended June 30, 1995.

The following is a summary of the adjustments reflected in the pro forma condensed combined statement of earnings:

(a) Earnings effect of adjustments of assets to their estimated fair market values:

	Cost Of Sales -----	Selling and Administrative Expenses -----
Fixed assets; depreciation	\$ 677	\$ 226
Intangible assets; amortization:		
Patents	200	
Goodwill		1,875
	-----	-----
	\$ 877	\$2,101
	=====	=====

(b) Reversal of applicable deferred taxes

	\$(386)	
	=====	

(c) Additional interest expense of \$7,086 based on assumed borrowings of \$209,941 for the cost of the Imaje stock, at a rate of 6.75% which rate is based on rates currently available to the Company. For every 1% change in the assumed interest rate, there would be a corresponding effect of approximately \$1,049 on pro forma combined net earnings.

(d) Recognition of income tax effects of above interest expense.

DOVER CORPORATION AND IMAJE, S.A.  
 PRO FORMA CONDENSED COMBINED STATEMENT OF EARNINGS  
 FOR THE YEAR ENDED DECEMBER 31, 1994  
 (UNAUDITED)

	HISTORICAL		PRO FORMA	
	DOVER	IMAJE	Adjustments	COMBINED
	(in thousands of U.S. dollars)			
Net sales	\$3,085,276	\$144,025	\$	\$3,229,301
Cost of sales	2,137,477	67,480	8,525 (a)	2,213,482
Gross profit	947,799	76,545	(8,525)	1,015,819
Selling, and administrative expenses	622,434	49,257	4,202 (a)	675,893
Operating profit	325,365	27,288	(12,727)	339,926
Interest expense, interest income, and other deductions, net	18,506	3,810	14,172 (c)	36,488
Earnings before taxes on income	306,859	23,478	(26,899)	303,438
Federal and other taxes on income	104,486	7,688	(3,142)(b) (4,960)(d)	104,072
Net earnings	\$ 202,373	\$ 15,790	\$(18,797)	\$ 199,366

See notes to pro forma condensed combined statement of earnings.

DOVER CORPORATION AND IMAJE, S.A.  
 NOTES TO PRO FORMA CONDENSED COMBINED STATEMENT OF EARNINGS  
 FOR THE YEAR ENDED DECEMBER 31, 1994  
 (UNAUDITED AND IN THOUSANDS OF U.S. DOLLARS)

The historical statement of earnings of Imaje was prepared in French francs and translated into U.S. dollars at FF 5.5187 per U.S. dollar, the approximate average exchange rate in effect for the twelve month period ended December 31, 1994.

The following is a summary of the adjustments reflected in the pro forma condensed combined statement of earnings:

(a) Earnings effect of adjustments of assets to their estimated fair market values:

	Cost Of Sales -----	Selling and Administrative Expenses -----
Inventory	\$ 6,770	\$
Fixed assets; depreciation	1,355	452
Intangible assets; amortization:		
Patents	400	
Goodwill		3,750
	-----	-----
	\$ 8,525	\$4,202
	=====	=====
 (b) Reversal of applicable deferred taxes	 \$(3,142)	
	=====	

(c) Additional interest expense of \$14,171 based on assumed borrowings of \$209,941 for the cost of the Imaje stock, at a rate of 6.75% which rate is based on rates currently available to the Company. For every 1% change in the assumed interest rate, there would be a corresponding effect of approximately \$2,099 on pro forma combined net earnings.

(d) Recognition of income tax effects of above interest expense.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amendment on Form 8K/A No. 1 to be signed on its behalf by the undersigned hereunto duly authorized.

DOVER CORPORATION  
(Registrant)

Date: October 25, 1995

By /s/ Robert G. Kuhbach  
-----  
Robert G. Kuhbach, Vice President,  
General Counsel & Secretary