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SPORTS AUTHORITY INC /DE/ Form 425 March 07, 2003

> Filed by Gart Sports Company pursuant to Rule 425 under the Securities Act of 1933 and deemed filed pursuant to Rule 14a-12 of the Securities Exchange Act of 1934

> > Subject Company: The Sports Authority, Inc. Commission File No: 1-13426

On March 6, 2003, on a conference call regarding Gart Sports Company's fourth quarter and year-end results, John Douglas Morton, chief executive officer of Gart, announced that Gart is comfortable with estimates that earnings per share for the fiscal year ended January 31, 2004 would be \$2.00 per share, assuming the proposed merger with The Sports Authority closes early in the third quarter. Mr. Morton also said that Gart was comfortable with First Call consensus estimates for the fiscal year ended January 31, 2004 of \$2.12 per share, on a stand-alone basis.

On March 3, 2003, Gart and The Sports Authority made the required filing under the Hart-Scott-Rodino Antitrust Improvements Act regarding the proposed merger. The waiting period under the Act is scheduled to expire on April 2, 2003.

The foregoing may contain, in addition to historical information, certain forward-looking statements that involve risks and uncertainties. Actual results could differ materially from those currently anticipated as a result of a number of factors, including risks and uncertainties discussed in Gart Sports' and The Sports Authority's filings with the Securities and Exchange Commission. Those risks include, among other things, the competitive environment in the sporting goods industry in general and in the specific market areas of Gart Sports and The Sports Authority, consumer confidence, changes in discretionary consumer spending, changes in costs of goods and services and economic conditions in general, and in the companies' specific market areas, unseasonable weather and those risks generally associated with the integration of the companies. There can be no assurance that the merger will close, as to the timing of the closing, that the companies will be integrated successfully or without unanticipated costs or that anticipated synergies or other benefits will be realized. The companies assume no obligation to update any forward-looking statements as a result of new information or future events or developments.

GART SPORTS AND THE SPORTS AUTHORITY STOCKHOLDERS AND OTHER INVESTORS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER MATERIALS WHICH WILL BE FILED BY GART SPORTS AND THE SPORTS AUTHORITY WITH THE SEC. THESE DOCUMENTS WILL CONTAIN IMPORTANT INFORMATION, WHICH SHOULD BE READ CAREFULLY BEFORE ANY DECISION IS MADE WITH RESPECT TO THE MERGER. When documents are filed with the SEC, they will be available for free at the SEC's website at www.sec.gov. Documents are also available for free from the contact persons listed below.

Gart Sports, The Sports Authority and their directors, executive officers, certain members of management and employees, may be deemed to be participants in the solicitation of proxies in connection with the proposed merger. Information regarding the persons who may, under the rules of the SEC, be considered to be participants in the solicitation of stockholders in connection with the proposed merger will be set forth in the joint proxy statement/prospectus when it is filed with the SEC. Reference is also made to the companies' latest annual reports and annual stockholder's meetings proxy

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statements as filed with the SEC, including Gart Sports' Proxy Statement for its Annual Meeting held on June 7, 2002 and The Sports Authority's Proxy Statement for its Annual Meeting held on May 30, 2002, which may be obtained for free in the manner set forth above.

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