
**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 22, 2010

DOVER CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other Jurisdiction
of Incorporation)

1-4018
(Commission File Number)

53-0257888
(I.R.S. Employer
Identification No.)

3005 Highland Parkway, Suite 200
Downers Grove, Illinois
(Address of Principal Executive Offices)

60515
(Zip Code)

(630) 541-1540
(Registrant's telephone number, including area code)

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(b) under the Exchange Act (17 CFR 240.14a-12(b))
 - 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))
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Item 1.01 Entry into Material Contract.

On December 22, 2010, Dover Corporation (the “Company”) agreed to acquire the Sound Solutions business of NXP Semiconductors N.V. pursuant to a definitive sale and purchase agreement (the “Agreement”) among the Company, its subsidiaries Knowles Electronics, LLC (“Knowles”) and Eff acht Beteiligungsverwaltung GmbH, NXP B.V. (“Seller”) and NXP Semiconductors N.V. (“NXP”).

The purchase price for the Sound Solutions business is US\$855 million in cash, subject to customary adjustments for working capital, net cash and assumed pension liabilities.

Pursuant to the Agreement, Knowles, or other subsidiaries of the Company designated by Knowles, will acquire all the outstanding securities of NXP Semiconductors Beijing Ltd. (“NXP China”) and NXP Semiconductors Austria GmbH (“NXP Austria”), the NXP entities conducting the Sound Solutions business. In the case of NXP Austria, Eff acht Beteiligungsverwaltung GmbH, an Austrian entity indirectly owned by the Company, has been designated as the purchaser. NXP Austria will be reorganized prior to the closing of the transaction so that, at the time of closing, it will hold only assets related to the Sound Solutions business. In addition, Knowles, through NXP China and NXP Austria, will enter into an intellectual property transfer and license agreement with Seller upon closing pursuant to which Knowles will acquire or license intellectual property held by Seller that is used in the Sound Solutions business.

The Agreement contains customary representations, warranties and pre- and post-closing covenants and agreements. The Agreement also contains indemnification obligations of Seller subject to certain limitations.

The consummation of the transaction is subject to customary closing conditions, including completion of the reorganization of NXP Austria, anti-trust clearance in the People’s Republic of China (“PRC”) and approval by PRC authorities of the transfer of the shares of NXP China. The Agreement may be terminated by either Knowles or Seller if the transaction has not closed on or prior to September 30, 2011.

Item 7.01 Regulation FD Disclosure.

The Company issued a press release announcing the agreement on December 22, 2010 and will be hosting a conference call to discuss the acquisition at 11:00 AM Eastern on Wednesday, December 22, 2010. The call can be accessed at Dover’s website (www.dovercorporation.com) or by dialing 888-802-8577 (US/Canada), or 973-935-8754 (International) using conference ID # 32339367. Replays of the call can be accessed by dialing 800-642-1687 (U.S./Canada), or 706-645-9291 (International) using replay ID # 32339367. The press release and conference call materials are attached hereto as Exhibits 99.1 and 99.2 and are available on the Investor Information section of the Company’s website at www.dovercorporation.com.

Item 9.01 Financial Statements and Exhibits.

(a) Financial statements of business acquired

Not applicable.

(b) Pro forma financial information

Not applicable.

(c) Shell company transactions

Not applicable.

(d) Exhibits

The following exhibits are furnished as part of this report

99.1 Press Release of the Company dated December 22, 2010

99.2 Presentation material dated December 22, 2010

SIGNATURES

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

Date: December 22, 2010

DOVER CORPORATION
(Registrant)

By: /s/ Joseph W. Schmidt
Name: Joseph W. Schmidt
Title: Vice President, General Counsel & Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Document</u>
99.1	Press Release of the Company dated December 22, 2010
99.2	Presentation Materials of the Company dated December 22, 2010

**FOR IMMEDIATE RELEASE****CONTACT:**

Paul Goldberg
Treasurer & Director of Investor Relations
(212) 922-1640

READ IT ON THE WEB

<http://www.dovercorporation.com>

DOVER TO ACQUIRE THE SOUND SOLUTIONS BUSINESS LINE OF NXP

Downers Grove, IL, December 22, 2010 — Dover Corporation (NYSE:DOV) announced today it has signed a definitive agreement to acquire the Sound Solutions business line of NXP Semiconductors N.V. (NASDAQ: NXPI). Sound Solutions, which is headquartered in Vienna, Austria, will become part of Itasca, Illinois based Knowles Electronics within Dover's Electronic Technologies segment.

In business since 1929, Sound Solutions is one of the world's leading manufacturers of dynamic speakers and receivers for cell phones and other consumer electronics, and has been a technology leader in these product categories for over a decade. With a strong reputation for innovation and customer service, Sound Solutions employs approximately 1,000 people, with manufacturing facilities in Vienna and Beijing. Sound Solutions annual revenue is anticipated to be approximately \$330 million in 2010. The purchase price is \$855 million, subject to normal closing adjustments. Dover expects the transaction to be slightly accretive to its earnings per share during the first full year of ownership, subject to final purchase accounting allocations.

"The addition of Sound Solutions to Knowles Electronics is consistent with Dover's strategic goals. Sound Solutions is a technology leader in the communications components space, one of our five focus areas, and serves the high growth mobile handset market. By combining Sound Solutions with Knowles we create an industry leader in an attractive and growing market." said Bob Livingston, Dover's President and Chief Executive Officer.

Dave Van Loan, the President and CEO of Dover Electronic Technologies segment commented, "The global cell phone market will exhibit strong growth in the coming years, as consumers have found the cell phone to be indispensable and are always interested in the latest technology. This acquisition will allow Dover to leverage that trend by significantly broadening our product portfolio. By adding the products and capabilities of Sound Solutions, Knowles Electronics will now be the leading audio input and output supplier in the mobile handset industry."

"The quality of the audio is clearly a differentiator in today's mobile phone marketplace. With this acquisition, we will become the premier mobile acoustics company in the world with the capability to greatly enhance user experience with our technology. Together, we will be able to serve our global customers at an even higher level and foresee significant cross-sell opportunities," stated Jeff Niew, President of Knowles Electronics.

The transaction is subject to customary regulatory approvals, and is expected to close around the end of the first quarter of 2011.

Dover was advised by Goldman, Sachs & Co., and Liger Capital Advisors.

The company will host a webcast to discuss this acquisition. The webcast has been scheduled for **11:00 AM Eastern on Wednesday, December 22, 2010**, and can be accessed at Dover's website (www.dovercorporation.com) or by dialing 888-802-8577 (US/Canada), or 973-935-8754 (International) using conference ID # 32339367. Replays of the call can be accessed by dialing 800-642-1687 (U.S./Canada), or 706-645-9291 (International) using replay ID # 32339367

Dover Corporation is a global manufacturer providing innovative components and equipment, specialty systems and support services for a variety of applications in the industrial products, engineered systems, fluid management and electronic technologies markets. For more information, please visit www.dovercorporation.com.

Knowles Electronics, a Dover Corporation operating unit, based in Itasca, IL, was founded 65 years ago, and is the leading designer and manufacturer of advanced acoustic components. In addition to being the market leader for components to the global hearing aid industry, Knowles is also the leading provider of MEMS surface mount microphones to major cell phone brands and consumer electronic devices. For more information visit the Knowles website at www.knowles.com.

NXP Semiconductors N.V., provides High Performance Mixed Signal and Standard Product solutions that leverage its leading RF, Analog, Power Management, Interface, Security and Digital Processing expertise. These innovations are used in a wide range of automotive, identification, wireless infrastructure, lighting, industrial, mobile, consumer and computing applications.

Dover Corporation makes information available to the public, orally and in writing, which may use words like "anticipates," "expects," "believes," "indicates," "suggests," "will," "plans" and "should," which are "forward-looking statements" under the Private Securities Litigation Reform Act of 1995. This press release contains forward-looking statements concerning future events and the performance of Dover Corporation that involve inherent risks and uncertainties that could cause actual results to differ materially from current expectations, including, but not limited to, current economic conditions and uncertainties in the credit and capital markets; the Company's ability to achieve expected savings from integration, synergy and other cost-control initiatives; the ability to identify and successfully consummate value-adding acquisition opportunities; increased competition and pricing pressures in the markets served by Dover's operating companies; the ability of Dover's companies to expand into new geographic markets and to anticipate and meet customer demands for new products and product enhancements; increases in the cost of raw materials; changes in customer demand; political events that could impact the worldwide economy; the impact of natural disasters and their effect on global energy markets; a downgrade in Dover's credit ratings; international economic conditions including interest rate and currency exchange rate fluctuations; the relative mix of products and services which impacts margins and operating efficiencies; short-term capacity constraints; domestic and foreign governmental and public policy changes including environmental regulations and tax policies (including domestic and international export subsidy programs, R&E credits and other similar programs); unforeseen developments in contingencies such as litigation; protection and validity of patent and other intellectual property rights; the cyclical nature of some of Dover's companies; domestic housing industry weakness; and continued events in the Middle East and possible future terrorist threats and their effect on the worldwide economy. Dover Corporation refers you to the documents that it files from time to time with the Securities and Exchange Commission, such as its reports on Form 10-K, Form 10-Q and Form 8-K, for a discussion of these and other risks and uncertainties that could cause its actual results to differ materially

from its current expectations and from the forward-looking statements contained in this press release. Dover Corporation undertakes no obligation to update any forward-looking statement.



Dover Corporation

Sound Solutions Acquisition

December 22, 2010

11:00 am ET





Forward Looking Statements

We want to remind everyone that our comments may contain forward-looking statements that are inherently subject to uncertainties. We caution everyone to be guided in their analysis of Dover Corporation by referring to our Form 10-K for a list of factors that could cause our results to differ from those anticipated in any such forward looking statements.

We would also direct your attention to our internet site, www.dovercorporation.com, where considerably more information can be found.



Strategic Fit

- Fits squarely into articulated strategy of expanding Communication Components, one of Dover's five target growth spaces
- Global cell phone market will exhibit strong growth in the coming years
 - Long-term growth rates in excess of 7%
 - Movement towards smart phones
 - Audio quality is becoming more important
- Product offering strongly complements Knowles product line, with no overlapping product categories
 - Speakers and receiver will build upon leading MEMS microphone position
 - Creates opportunity to provide more components
- Highly complementary customer base provides strong cross-selling and customer enhancement opportunities
- Ability to share innovation expertise and leverage scale



Sound Solutions Overview

The Company

- Headquartered in Vienna, Austria
 - Manufacturing centers in Austria and China
- Leading position in speakers and receivers for cell phones
- Most advanced production capacity
- Strong reputation for innovation and customer service



Receivers



Speakers





Global Customer Base – Strong Cross-sell Opportunity

Apple
Arima
ASUS[®]
COMPAL
CREATIVE
DELL
FDI
FLEXTRONICS
FOXCONN[®]
FOXLINK
GARMIN.
htc
smart mobility
hp
HUAWEI
lenovo
LG
MOTOROLA
NOKIA
Connecting People
palm
QUALCOMM[®]
PNY
SAMSUNG
Sony Ericsson
ZTE中兴



Sound Solutions – Transaction Overview

- Purchase price is \$855 million, entirely funded by European cash
- Estimated annual 2010 revenue acquired: \approx \$330M
- Slightly EPS accretive in first full year of ownership, subject to final purchase accounting allocations
- Anticipated to close around the end of the first quarter of 2011, subject to customary regulatory approval



Summary

- Acquisition is firmly aligned with stated Dover strategy
- Knowles will be positioned as the industry leader in acoustic components in the fast-growing cell phone market
- Significant opportunities to cross sell complementary products and leverage scale



Automated receiver production line in Vienna facility