

MODINE MANUFACTURING CO
Form 8-K
May 05, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): **April 29, 2005**

Modine Manufacturing Company

(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|--|
| <u>Wisconsin</u> | <u>1-1373</u> | <u>39-0482000</u> |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification Number) |

| | |
|---|--------------|
| <u>1500 DeKoven Avenue, Racine, Wisconsin</u> | <u>53403</u> |
| Address of principal executive offices | Zip Code |

Registrant's telephone number, including area code: (262) 636-1200

(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 (See General Instruction A.2. below):

- 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)

Edgar Filing: MODINE MANUFACTURING CO - Form 8-K

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 1.01 Entry into a Material Definitive Agreement

On April 29, 2005, Modine Manufacturing Company, Modine U.K. Dollar Limited and the shareholders of Airedale International Air Conditioning Limited ("Airdale"), Peter Midgley, Alan Duttine, and Geoffrey Duttine, entered into a Share Purchase Agreement pursuant to which Modine Manufacturing Company's subsidiary, Modine U.K. Dollar Limited, acquired all of the outstanding stock of Airedale for a purchase price of approximately \$38 million in cash. Modine will file a copy of the Share Purchase Agreement entered into in connection with this transaction as an exhibit to its Annual Report on Form 10-K for the year ended March 31, 2005. A copy of the Company's press release dated May 3, 2005 is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|-----------------------------------|
| 99.1 | Press Release, dated May 3, 2005. |

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.

Modine Manufacturing Company

By: /s/ D.B. Rayburn

D. B. Rayburn
President and Chief Executive Officer

By: /s/ D.R. Zakos

D. R. Zakos
Vice President, General Counsel and
Secretary

Date: May 5, 2005

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|-----------------------------------|
| 99.1 | Press Release, dated May 3, 2005. |