

MODINE MANUFACTURING CO  
Form 8-K/A  
November 07, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

**FORM 8-K/A**

**Amendment No. 1 to  
CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the Securities Exchange Act  
of 1934**

Date of Report (Date of earliest event reported): **October 19, 2005**

|  |
|--|
| <b>Modine Manufacturing Company</b>                    |
| (Exact name of registrant as specified in its charter) |

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

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

|   |                       |
|---|-----------------------|
| Registrant's telephone number, including area code: | <b>(262) 636-1200</b> |
|---|-----------------------|

(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)
- 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))

**Table of Contents**

**Item 2.02 Results of Operations and Financial Condition.**

**Item 8.01 Other Events.**

**Item 9.01 Financial Statements and Exhibits.**

**Signatures**

| <b>Exhibit Number</b> | <b>Description</b>                            |
|-----------------------|---|
| 99.1                  | Revised Press Release dated November 7, 2005. |

---

**Item 2.02 Results of Operations and Financial Condition.**

On October 19, 2005, Modine Manufacturing Company (“Modine”) issued a press release announcing that the Aftermarket business would be classified as a discontinued operation and releasing Unaudited Pro Forma Historical Statements of Earnings, including expanded segment reporting. A copy of the press release was attached as an exhibit to Modine’s Form 8-K filed on October 19, 2005 (the “Initial Form 8-K”). On November 7, 2005, Modine is issuing a revised press release to report, among other things, that in the second quarter of fiscal 2006, it recorded a charge to discontinued operations of \$54.1 million as a result of the spin off of the Aftermarket business, which was comprised of \$53.6 million in non-cash charges and \$0.5 million in unreimbursed expenses incurred as apart of the transaction, and also to correct certain presentation errors in the press release filed with the Initial Form 8-K.

The revised press release is filed herewith as Exhibit 99.1.

This amendment is being filed solely to make the above changes.

**Item 8.01 Other Events.**

The information included above under Item 2.02 is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit Number</b> | <b>Description</b>                            |
|-----------------------|---|
| 99.1                  | Revised Press Release dated November 7, 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.

|  |
|--|
| <b>Modine Manufacturing Company</b>                            |
|  |
|  |
| By: /s/ D.B. Rayburn   |
| D.B. Rayburn<br>President and Chief Executive Officer          |
|  |
|  |
| By: /s/ D.R. Zakos   |
| D.R. Zakos<br>Vice President, General Counsel and<br>Secretary |

Date: November 7, 2005

---

| <b>Exhibit Number</b> | <b>Description</b>                            |
|-----------------------|---|
| 99.1                  | Revised Press Release dated November 7, 2005. |