

Altra Holdings, Inc.
Form 8-K
March 13, 2007

Table of Contents

**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
March 11, 2007**

Date of report (Date of earliest event reported)

ALTRA HOLDINGS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

001-33209

61-1478870

(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

14 Hayward Street, Quincy, Massachusetts

02171

(Address of principal executive offices)

(Zip Code)

(617) 328-3300

(Registrant's telephone number, including area code)

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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

TABLE OF CONTENTS

Item 1.01 Entry into a Material Definitive Agreement.

Item 9.01 Financial Statements and Exhibits.

SIGNATURES

EXHIBIT INDEX

EX-2.1 AMENDMENT NO. 1 TO THE AGREEMENT AND PLAN OF MERGER

Table of Contents

Item 1.01 Entry into a Material Definitive Agreement.

On February 17, 2007, Altra Holdings, Inc., a Delaware corporation (Altra), entered into an Agreement and Plan of Merger (the Merger Agreement), by and among TB Wood's Corporation, a Delaware corporation (TB Wood's), Altra and Forest Acquisition Corporation, a Delaware corporation and wholly owned subsidiary of Altra (Purchaser). On March 11, 2007, Altra, Purchaser and TB Wood's agreed to a technical amendment to the Merger Agreement to permit Altra and Purchaser to exercise the top-up option (the Top-Up Option) contained in the Merger Agreement at the time that shares of TB Wood's common stock are accepted for tender rather than following the closing of the tender offer. The Top-Up Option permits, but does not require, Altra and Purchaser to purchase, at a price per share equal to \$24.80, a number of additional shares of TB Wood's common stock sufficient to cause Altra and Purchaser to own one share more than 90% of the shares of the common stock of TB Wood's then outstanding, taking into account those shares issued upon the exercise of the Top-Up Option. The exercise of the Top-Up Option is conditioned upon more than 80% of the issued and outstanding shares of TB Wood's common stock having been validly tendered and not withdrawn. In addition, the number of shares of TB Wood's common stock to be purchased by Altra and Purchaser upon the exercise of the Top-Up Option may not exceed 19.9% of the shares of TB Wood's common stock outstanding on the date of the Merger Agreement.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
2.1	Amendment No. 1 to the Agreement and Plan of Merger among Altra Holdings, Inc., Forest Acquisition Corporation and TB Wood's Corporation, dated as of March 11, 2007.

Table of Contents

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.

Altra Holdings, Inc.

By: /s/ David Wall
Name: David Wall
Title: Chief Financial Officer

Date: March 13, 2007

Table of Contents

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
2.1	Amendment No. 1 to the Agreement and Plan of Merger among Altra Holdings, Inc., Forest Acquisition Corporation and TB Woods Corporation, dated as of March 11, 2007