

DOUGLAS DYNAMICS, INC  
Form 8-K  
May 26, 2011

**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): **May 20, 2011**

**DOUGLAS DYNAMICS, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-34728**  
(Commission File Number)

**134275891**  
(IRS Employer  
Identification No.)

**7777 North 73rd Street**

**Milwaukee, Wisconsin**  
(Address of Principal Executive Offices)

**53223**  
(Zip Code)

Registrant's telephone number, including area code: **(414) 354-2310**

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

## Edgar Filing: DOUGLAS DYNAMICS, INC - Form 8-K

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))
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**Item 8.01 Other Events.**

On May 20, 2011, certain of the stockholders of Douglas Dynamics, Inc. (the Company), including affiliates of Aurora Capital Group and Ares Management, closed a registered secondary offering of 5,750,000 shares (the Shares) of the Company's common stock.

The Shares were issued pursuant to the Company's registration statement on Form S-1, as amended (File No. 333-173860), which became effective on May 16, 2011.

In connection with the closing of the offering, Gibson, Dunn & Crutcher LLP issued a legal opinion relating to the legality of the Shares, a copy of which is filed as Exhibit 5.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 5.1 Opinion of Gibson, Dunn & Crutcher LLP.

**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.

**DOUGLAS DYNAMICS, INC.**

(Registrant)

Date: May 26, 2011

Name:  
Title:

/s/ Robert McCormick  
(Signature)  
Robert McCormick  
Executive Vice President, Chief Financial Officer  
and Secretary