

MODINE MANUFACTURING CO
Form 8-K
August 07, 2012

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):

August 6, 2012

Modine Manufacturing Company
Exact name of registrant as specified in its charter

Wisconsin	1-1373	39-0482000
State or other jurisdiction of incorporation	Commission File Number	I.R.S. Employer Identification Number

1500 DeKoven Avenue, Racine, Wisconsin
Address of principal executive offices

53403
Zip Code

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

Check the appropriate 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
 - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act
 - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
 - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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TABLE OF CONTENTS

Item 1.01	Entry into a Material Definitive Agreement
Item 9.01	Financial Statements and Exhibits
Signature	

INFORMATION TO BE INCLUDED IN THE REPORT

Item 1.01	Entry into a Material Definitive Agreement
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On August 6, 2012, Modine Manufacturing Company (the "Company" or "Modine") entered into the following agreements:

- Third Amendment to Amended and Restated Credit Agreement (the "Third Credit Amendment") dated as of August 6, 2012, with JPMorgan Chase Bank, N.A. ("JPMorgan"), as Administrative Agent, LC Issuer, Swing Line Lender and as a Lender, and U.S. Bank, N.A. and Wells Fargo Bank, N.A. as Syndication Agents and as Lenders, BMO Harris Bank N.A., formerly known as M&I Marshall & Ilsley Bank, as Documentation Agent and as Lender and Associated Bank, N.A. and Comerica Bank (collectively, the "Lenders"). The Third Credit Amendment amends Modine's existing four-year, \$145 million multi-currency revolving credit facility dated as of August 12, 2010 (the "Original Credit Agreement"); and
- Third Amendment to Note Purchase and Private Shelf Agreement (the "Third Note Purchase Amendment") dated as of August 6, 2012, with Prudential Investment Management, Inc., The Prudential Insurance Company of America and Prudential Retirement Insurance and Annuity Company (collectively the "Noteholders") pursuant to which the Company and the Note Holders amended their Note Purchase and Private Shelf Agreement dated August 12, 2010 (the "Original Note Purchase Agreement").

Third Credit Amendment

The following is a summary of the primary provisions of the Third Credit Amendment (with the use of additional defined terms relating specifically to those in the Third Credit Amendment):

- Permitted Indebtedness was expanded to include:
 - Indebtedness consisting of permitted Rate Management Obligations and Indebtedness arising in connection with the Banking Service Obligations; and
 - Indebtedness consisting of Modine's Contingent Obligations (e.g. parent guarantees) with respect to the permitted Indebtedness of Modine's Subsidiaries, subject to a \$40 million basket.
 - Provisions relating to permitted Investments were expanded to include certain Investments in Modine's China Subsidiaries that are necessary to ensure that any parent guarantees relative to Indebtedness of those Subsidiaries are serving their intended purpose.
 - The schedule to the Original Credit Agreement containing a list of Modine's Subsidiaries was updated as of August 6, 2012.

Except for the Modine subsidiaries that guarantee Modine's obligations under the Original Credit Agreement, there are no material relationships between Modine and any of the other parties to the Original Credit Agreement.

Third Note Purchase Amendment

The following is a summary of the primary provisions of the Third Note Purchase Amendment (with the use of additional defined terms relating specifically to those in the Third Note Purchase Amendment):

- Permitted Debt was expanded to include:
 - Indebtedness consisting of permitted Swap Contracts and Debt arising in connection with the Banking Service Obligations; and
 - Debt consisting of Modine's Guaranties with respect to the permitted Debt of Modine's Subsidiaries, subject to a \$40 million basket.
 - Provisions relating to permitted Investments were expanded to include certain Investments in Modine's China Subsidiaries that are necessary to ensure that any parent guarantees relative to Debt of those Subsidiaries are serving their intended purpose.

Except for the Modine subsidiaries that guarantee Modine's obligations under the Original Note Purchase Agreement, there are no material relationships between Modine and any of the other parties to the Original Note Purchase Agreement.

The foregoing descriptions of the Third Credit Amendment and the Third Note Purchase Amendment do not purport to be complete and are qualified in their entirety by reference to the respective amendments, copies of which are attached hereto as Exhibits 4.1 and 4.2, respectively, and incorporated herein by reference.

Item 9.01

Financial Statements and Exhibits

(d)

Exhibits

Exhibit No.

Description

4.1 Third Amendment to Amended and Restated Credit Agreement

4.2 Third Amendment to Note Purchase and Private Shelf Agreement

SIGNATURE

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/ Thomas A. Burke
 Thomas A. Burke
 President and Chief Executive Officer

By: /s/ Margaret C. Kelsey
 Margaret C. Kelsey
 Vice President, General Counsel and Secretary

Date: August 7, 2012

EXHIBIT INDEX

Exhibit No.

Description

<u>4.1</u>	Third Amendment to Amended and Restated Credit Agreement
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<u>4.2</u>	Third Amendment to Note Purchase and Private Shelf Agreement
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3
