

AZZ INC
Form 8-K
October 17, 2005

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): October 17, 2005

AZZ incorporated

(Exact name of Registrant as specified in its charter)

TEXAS
(State or Other Jurisdiction of
Incorporation or Organization)

1-12777
Commission File No.

75-0948250
(I.R.S. Employer
Identification Number)

**University Center 1, Suite 200
1300 South University Drive
Fort Worth, TX 76107**

(Address of principal executive offices, including zip code)

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Registrant's Telephone Number, including Area Code: (817) 810-0095

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:

- 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 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Attached is Exhibit 99.1, AZZ incorporated's Press Release reporting the Company's unaudited earnings and other selected financial information for the three and six month periods ended August 31, 2005, dated October 17, 2005.

ITEM 8.01 OTHER EVENTS

Attached is Exhibit 99.2, Unaudited Financial and Other Statistical Information, for the three and six month periods ended August 31, 2005 and Guidance for Fiscal Year 2006, which compiles AZZ incorporated's unaudited financial and other statistical information for the six month period ended August 31, 2005 and provides forward looking guidance for the fiscal year ending February 28, 2006. The guidance for the fiscal year to end February 28, 2006, consists of either a projected range or management's estimate of most likely results. These projections involve risk and uncertainties, the outcome of which cannot be foreseen at this time and, therefore, actual results will vary from these forecasts.

ITEM 9.01 EXHIBITS

The following exhibits are filed as part of this report.

- Exhibit 99.1 AZZ incorporated's Press Release reporting the Company's unaudited earnings and other selected financial information for the three and six month periods ended August 31, 2005, dated October 17, 2005.
- Exhibit 99.2 Unaudited Financial and Other Statistical Information for the six month period ended August 31, 2005, and Guidance for Fiscal Year 2006.

FORWARD LOOKING STATEMENTS

Except for the statements of historical fact, this report may contain forward-looking statements that involve risks and uncertainties that are detailed from time to time in documents filed by the Company with the SEC. Those risks, uncertainties, and factors include, but are not limited to: change in demand, prices and raw material cost, including zinc which is used in the hot dip galvanizing process; changes in the economic conditions of the various markets the Company serves, foreign and domestic, acquisition opportunities, adequacy of financing, and availability of experienced management employees to implement the Company's growth strategy; and customer demand and response to products and services offered by the Company. The Company can give no assurance that such expectations will prove to be correct.

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.

DATE: 10/17/2005

AZZ incorporated

By: /s/ Dana Perry

Dana Perry

Senior Vice President Finance

Chief Financial Officer