

BORGWARNER INC  
Form 8-K/A  
June 03, 2009

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 8-K/A**  
**(Amendment No. 1)**  
**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**  
**Date of Report (Date of earliest event reported): June 1, 2009**  
**BORGWARNER INC.**  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

1-12162  
(Commission File No.)

13-3404508  
(IRS Employer  
Identification No.)

3850 Hamlin Road, Auburn Hills, Michigan 48326  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (248) 754-9200  
(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:

- 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 1.01. Entry Into a Material Definitive Agreement**

On April 30, 2009, and as disclosed in its Form 8-K filed on April 30, 2009 (the Original Filing ), BorgWarner Inc. amended its Credit Agreement dated July 22, 2004 pursuant to an Amendment No.1 and Consent Agreement dated as of April 30, 2009 among BorgWarner Inc., as borrower, Bank of America, N.A., as Administrative Agent, the Co-Syndication Agents named therein, the Documentation Agents named therein and the Lenders parties thereto. On June 1, 2009, BorgWarner and the Administrative Agent entered into the security agreement and the pledge agreement contemplated by the Amended Credit Agreement. Copies of the security agreement and the pledge agreement are attached hereto as Exhibits 10.4, and 10.5, respectively, and are incorporated herein by this reference.

The Original Filing contains descriptions of (i) the Amendment No.1 and Consent Agreement dated as of April 30, 2009 among BorgWarner Inc., as borrower, Bank of America, N.A., as Administrative Agent, the Co-Syndication Agents named therein, the Documentation Agents named therein and the Lenders parties thereto ( Amendment No. 1 ), (ii) the Credit Agreement dated July 22, 2004 as amended by Amendment No. 1 (the Amended Credit Agreement ) and (iii) the guarantee of the borrower s indebtedness by certain of its subsidiaries (the Guaranty ). The descriptions of those documents are qualified in their entirety by reference to the full text of Amendment No.1, the Amended Credit Agreement, and the Guaranty, the forms of which were attached as Exhibits 10.2, 10.3 and 10.4, respectively, to the Original Filing and are incorporated therein and herein by this reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits. The following exhibits are being filed as part of this Report.

<b>Exhibit Number</b>	<b>Description</b>
10.4	Form of Security Agreement among BorgWarner Inc., as borrower, certain of the borrower s subsidiaries, and Bank of America, N.A., as Administrative Agent, for the lenders.
10.5	Form of Unlimited Pledge Agreement among BorgWarner Inc., as borrower, certain of the borrower s subsidiaries, and Bank of America, N.A., as Administrative Agent, for the lenders. Credit Agreement dated as of July 22, 2004

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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.

BORGWARNER INC.

Date: June 2, 2009

By: /s/ John J. Gasparovic  
Name: John J. Gasparovic  
Its: Secretary