

TITAN INTERNATIONAL INC  
Form 425  
February 22, 2007

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**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): February 21, 2007

**TITAN INTERNATIONAL, INC.**

(Exact name of Registrant as specified in its Charter)

|                          |                          |                                      |
|--------------------------|--------------------------|--------------------------------------|
| <b>Illinois</b>          | <b>1-12936</b>           | <b>36-3228472</b>                    |
| (State of Incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

**2701 Spruce Street, Quincy, IL 62301**  
(Address of principal executive offices, including Zip Code)

**(217) 228-6011**  
(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 obligations 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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INFORMATION TO BE INCLUDED IN THIS REPORT

Item 8.01 OTHER EVENTS

Titan International, Inc. commences conversion offer for senior convertible notes. See press release dated February 21, 2007.

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

99Titan International, Inc.'s press release dated February 21, 2007, regarding commencing conversion offer for senior convertible notes.

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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.

**TITAN INTERNATIONAL, INC.**  
**(Registrant)**

**Date:** February 21, 2007

**By:** /s/ Kent W. Hackamack  
Kent W. Hackamack  
Vice President of Finance and Treasurer  
(Principal Financial Officer)

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EXHIBIT INDEX

| Exhibit No. | Description  |
|-------------|--|
| 99          | Titan International, Inc.'s press release dated February 21, 2007, regarding commencing conversion offer for senior convertible notes. |