

Edgar Filing: MODINE MANUFACTURING CO - Form 8-K

MODINE MANUFACTURING CO
Form 8-K
July 19, 2002

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): July 18, 2002

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 No.) |

| | |
|--|------------|
| 1500 DeKoven Avenue, Racine, Wisconsin | 53403 |
| ----- | ----- |
| (Address of principal executive offices) | (Zip Code) |

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

NOT APPLICABLE

(Former name or former address, if changed since last report.)

An Exhibit Index appears on Page 2 herein.

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Item 5. Other Information.

On July 17, 2002, Modine reported net earnings of \$10.4 million or \$0.31 per fully diluted share, for its first fiscal quarter, which ended on June 26, 2002. This report was made at Modine's Annual Meeting of Shareholders, at which Modine also reported that it estimates fiscal 2002 pro forma earnings per share to be \$1.02, and expects its fiscal 2003 earnings per share will be in line with its fiscal 2002 pro forma results.

A copy of the relevant news release is attached hereto as Exhibit 20. This release contains forward-looking statements, which involve risks and uncertainties. Actual results could differ materially from those projected in the forward-looking statements. A copy of the Important Factors and Assumptions Regarding Forward-Looking Statements is attached hereto as Exhibit 99.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

Reference Number
per Item 601 of
Regulation S-K

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| Reference Number | | Page |
|------------------|--|------|
| 1 | Not applicable. | |
| 2 | Not applicable. | |
| 4(a) | Rights Agreement dated as of October 16, 1986 between the Registrant and First Chicago Trust Company of New York [formerly the First National Bank of Chicago] (Rights Agent) (filed by reference to the Exhibit contained in the Registrant's Annual Report on Form 10-K for the fiscal year ended March 31, 2002). | |
| 4(b)(i) | Rights Agreement Amendment No. 1 dated as of January 18, 1995 between the Registrant and First Chicago Trust Company of New York (Rights Agent) (filed by reference to the Registrant's Annual Report on Form 10-K for the fiscal year ended March 31, 2000). | |
| 4(b)(ii) | Rights Agreement Amendment No. 2 dated as of January 18, 1995 between the Registrant and First Chicago Trust Company of New York (Rights Agent) (filed by reference to the Registrant's Annual Report on Form 10-K for the fiscal year ended March 31, 2000). | |

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| | | |
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| 4(b) (iii) | Rights Agreement Amendment No. 3 dated as of October 15, 1996 between the Registrant and First Chicago Trust Company of New York (Rights Agent) (filed by reference to the Registrant's Annual Report on Form 10-K for the fiscal year ended March 31, 2001). | |
| 4(b) (iv) | Rights Agreement Amendment No. 4 dated as of November 10, 1997 between the Registrant and Norwest Bank Minnesota, N.A., [now known as Wells Fargo Bank Minnesota, N.A.] (Rights Agent) (filed by reference to the Registrant's Annual Report on Form 10-K for the fiscal year ended March 31, 2002). | |
| 4(c) | Bank One Credit Agreement dated April 17, 2002 (filed by reference to the Registrant's Annual Report on Form 10-K for the fiscal year ended March 31, 2002). | |
| | Note: The amount of long-term debt ---- authorized under any instrument defining the rights of holders of long-term debt of the Registrant, other than as noted above, does not exceed ten percent of the total assets of the Registrant and its subsidiaries on a consolidated basis. Therefore, no such instruments are required to be filed as exhibits to this Form. The Registrant agrees to furnish copies of such instruments to the Commission upon request. | |
| 16 | Not applicable. | |
| 17 | Not applicable. | |
| *20 | News Release of Modine Manufacturing Manufacturing Company dated July 17, 2002 | 6 |
| 23 | Not applicable. | |
| 24 | Not applicable. | |
| 27 | Not applicable. | |
| *99 | Important Factors and Assumptions Regarding Forward-Looking Statements | 9 |

*Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act

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of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 18, 2002

MODINE MANUFACTURING COMPANY

By: D. R. JOHNSON

D. R. Johnson, Chairman
and Chief Executive Officer

By: D. R. ZAKOS

D. R. Zakos, Vice President,
General Counsel, and Secretary