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EXIDE TECHNOLOGIES
Form SC 13D/A
February 25, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 5)

Exide Technologies

(Name of Issuer)

Common Stock
(Title of Class of Securities)
302051206

(CUSIP Number)

Sandell Asset Management Corp.
40 West 57th Street
26th Floor
New York, NY 10019
Attention : Michael Fischer, General Counsel
212-603-5700
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

February 23, 2005

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

SCHEDULE 13D

CUSIP No 302051206

1 NAME OF REPORTING PERSON

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Castlerigg Master Investments Ltd.

| | |
|--------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A) <input checked="" type="checkbox"/> (B) <input type="checkbox"/> |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS WC |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/> |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands |
| NUMBER OF SHARES BENEFICIALLY OWNED | 7 SOLE VOTING POWER 0 |
| BY EACH REPORT-ING PERSON | 8 SHARED VOTING POWER 2,434,218 |
| WITH | 9 SOLE DISPOSITIVE POWER 0 |
| | 10 SHARED DISPOSITIVE POWER 2,434,218 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,434,218 |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.97% |
| 14 | TYPE OF REPORTING PERSON CO |

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| | | |
|--------------|--------------------------------------------------------------------------------------------------------------------------|--------------------------------|
| 1 | NAME OF REPORTING PERSON | |
| | | Sandell Asset Management Corp. |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A) <input checked="" type="checkbox"/> (B) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS | |
| | | AF |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) | <input type="checkbox"/> |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | | British Virgin Islands |
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | 0 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED | | 2,434,218 |
| BY EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORT-ING | | 0 |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | | 2,434,218 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 2,434,218 |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | <input type="checkbox"/> |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |

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9.97%

 14 TYPE OF REPORTING PERSON

 CO

 1 NAME OF REPORTING PERSON

 Castlerigg International Limited

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (A) (B)

 3 SEC USE ONLY

 4 SOURCE OF FUNDS

 AF

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEMS 2(d) or 2(e)

 6 CITIZENSHIP OR PLACE OF ORGANIZATION

 British Virgin Islands

 NUMBER OF 7 SOLE VOTING POWER

 0

 SHARES
 BENEFICIALLY 8 SHARED VOTING POWER

 2,434,218

 OWNED
 BY EACH 9 SOLE DISPOSITIVE POWER

 0

 REPORT-ING
 PERSON 10 SHARED DISPOSITIVE POWER

 2,434,218

 WITH
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

 2,434,218

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 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 9.97%

 14 TYPE OF REPORTING PERSON
 CO

 1 NAME OF REPORTING PERSON
 Castlerigg International Holdings Limited

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (A) (B)

 3 SEC USE ONLY

 4 SOURCE OF FUNDS
 AF

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEMS 2(d) or 2(e)

 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 British Virgin Islands

 NUMBER OF 7 SOLE VOTING POWER
 SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER
 OWNED 2,434,218

BY EACH 9 SOLE DISPOSITIVE POWER
 REPORT-ING 0

PERSON 10 SHARED DISPOSITIVE POWER

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2,434,218

WITH

| | | |
|----|-----------------------------------------------------------------------------------------|----------------------------------------------------------------------|
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 2,434,218 |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | <input type="checkbox"/> |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | 9.97% |
| 14 | TYPE OF REPORTING PERSON | CO |
| 1 | NAME OF REPORTING PERSON | Thomas E. Sandell |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (A) <input checked="" type="checkbox"/> (B) <input type="checkbox"/> |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS | AF |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) | <input type="checkbox"/> |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | Sweden |
| 7 | NUMBER OF SOLE VOTING POWER SHARES | 0 |
| 8 | BENEFICIALLY OWNED SHARED VOTING POWER | 2,434,218 |

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| | | |
|------------|-----------------------------------------------------------------------|--------------------------|
| BY EACH | 9 | SOLE DISPOSITIVE POWER |
| | | 0 |
| REPORT-ING | | |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| | | 2,434,218 |
| WITH | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 2,434,218 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | |
| | _ | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |
| | 9.97% | |
| 14 | TYPE OF REPORTING PERSON | |
| | IN | |

This is Amendment No. 5 to the Schedule 13D filed jointly by Castlerigg Master Investments Ltd., a British Virgin Islands Company, Sandell Asset Management Corp., a British Virgin Islands Company ("SAMC"), Castlerigg International Limited, a British Virgin Islands Company, Castlerigg International Holdings Limited, a British Virgin Islands Company, and Thomas E. Sandell, a citizen of Sweden (together, the "Reporting Persons"), on November 8, 2004 and amended by Amendment No. 1 filed on November 12, 2004 and Amendment No. 2 on January 13, 2005, and Amendment No. 3 on February 15, 2005, and Amendment No. 4 on February 24, 2005 (the initial Schedule 13D and all amendments thereto being referred to herein as the "Schedule 13D"). The following item in the Schedule 13D is hereby amended to include the following information:

ITEM 4. PURPOSE OF TRANSACTION

Representatives of SAMC met with the Executive Committee of the Board of Directors of Exide Technologies and Stuart Kupinsky, Exide's General Counsel, on Wednesday, February 23, 2005. At the meeting, SAMC requested, and Exide agreed, that SAMC could discuss a range of issues with Exide's investment banker related to the structure, terms and conditions of the proposed high-yield note offering publicly announced by Exide on February 9, 2005. These discussions occurred on February 24, 2005.

Additional topics raised by SAMC at the February 23, 2005 meeting include:

- o the composition of Exide's Board of Directors; and
- o Exide's ongoing search for a new Chief Executive Officer.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 25, 2005 CASTLERIGG MASTER INVESTMENTS LTD.

By: Sandell Asset Management Corp.
As Investment Manager

By:/s/ Thomas E. Sandell

Thomas E. Sandell
Title: Director

SANDELL ASSET MANAGEMENT CORP.

By:/s/ Thomas E. Sandell

Thomas E. Sandell
Title: Director

CASTLERIGG INTERNATIONAL LIMITED

By:/s/ Thomas E. Sandell

Thomas E. Sandell
Title: Director

CASTLERIGG INTERNATIONAL HOLDINGS LIMITED

By:/s/ Thomas E. Sandell

Thomas E. Sandell
Title: Director

/s/ Thomas E. Sandell

Thomas E. Sandell