

Edgar Filing: TRINITY INDUSTRIES INC - Form 8-K

TRINITY INDUSTRIES INC
Form 8-K
March 07, 2002

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): March 6, 2002

TRINITY INDUSTRIES, INC.
(Exact name of registrant as specified in charter)

Delaware (State or other jurisdiction of incorporation)	1-6903 (Commission File Number)	75-0225040 (IRS Employer Identification No.)
2525 Stemmons Freeway Dallas, Texas (Address of principal executive offices)		75207-2401 (Zip Code)

Registrant's telephone number, including area code: (214) 631-4420

Not Applicable
(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS.

On March 6, 2002, Trinity Industries, Inc. privately placed 1,500,000 restricted shares of its common stock for gross proceeds of \$31,500,000. In this private placement, 620,000 shares were issued to Acqua Wellington Private Placement Fund, Ltd. ("Acqua I") and 880,000 shares were issued to Acqua Wellington Opportunity I Limited ("Acqua II") (together, "Acqua Wellington"). Trinity has agreed to register the common stock purchased by Acqua Wellington.

The press release announcing the private placement is attached hereto as Exhibit 99.1. The purchase agreements and the registration rights agreements entered into by and between Trinity and Acqua Wellington are attached hereto as Exhibits 4.5, 4.6, 4.7 and 4.8, respectively.

ITEM 7. EXHIBITS.

(c) Exhibits

4.5 Purchase Agreement dated as of March 6, 2002 by and between

Edgar Filing: TRINITY INDUSTRIES INC - Form 8-K

Trinity and Acqua Wellington Private Placement Fund, Ltd.

- 4.6 Purchase Agreement dated as of March 6, 2002 by and between Trinity and Acqua Wellington Opportunity I Limited.
- 4.7 Registration Rights Agreement dated as of March 6, 2002 by and between Trinity and Acqua Wellington Private Placement Fund, Ltd.
- 4.8 Registration Rights Agreement dated as of March 6, 2002 by and between Trinity and Acqua Wellington Opportunity I Limited.
- 99.1 Press Release dated March 6, 2002.

* * * * *

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Trinity has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TRINITY INDUSTRIES, INC.

Dated: March 6, 2002

By: /s/ MICHAEL G. FORTADO

 Name: Michael G. Fortado
 Title: Vice President, General Counsel
 and Secretary

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
4.5	Purchase Agreement dated as of March 6, 2002 by and between Trinity and Acqua Wellington Private Placement Fund, Ltd.
4.6	Purchase Agreement dated as of March 6, 2002 by and between Trinity and Acqua Wellington Opportunity I Limited.

Edgar Filing: TRINITY INDUSTRIES INC - Form 8-K

- 4.7 Registration Rights Agreement dated as of March 6, 2002 by and between Trinity and Acqua Wellington Private Placement Fund, Ltd.
- 4.8 Registration Rights Agreement dated as of March 6, 2002 by and between Trinity and Acqua Wellington Opportunity I Limited.
- 99.1 Press Release dated March 6, 2002.