

Edgar Filing: MODINE MANUFACTURING CO - Form 8-K

MODINE MANUFACTURING CO  
Form 8-K  
July 22, 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 19, 2002

MODINE MANUFACTURING COMPANY

-----  
(Exact name of registrant as specified in its charter)

|   |                                      |  |
|---|--------------------------------------|--|
| Wisconsin   | 1-1373                               | 39-0482000                                       |
| -----<br>(State or other<br>jurisdiction of<br>incorporation) | -----<br>(Commission<br>File Number) | -----<br>(I.R.S. Employer<br>Identification No.) |
| 1500 DeKoven Avenue, Racine, Wisconsin                        |                                      | 53403  |
| -----<br>(Address of principal executive offices)             |                                      | -----<br>(Zip Code)                              |
| Registrant's telephone number, including<br>area code:        |                                      | (262) 636-1200<br>-----                          |

NOT APPLICABLE

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(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.  
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On July 17, 2002, Modine's Board of Directors authorized the redemption of the rights issued pursuant to the Company's 1986 Shareholder Rights Plan, which was renewed in 1996.

A copy of the relevant news release is attached hereto as Exhibit 20.

Item 7. Financial Statements and Exhibits.  
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(c) Exhibits.  
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Reference Number  
per Item 601 of  
Regulation S-K  
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|           |  |
|-----------|--|
| 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).  |
| 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).  |

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|          |  |   |
|----------|--|---|
| 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<br>----<br>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 19, 2002.  | 6 |
| 23       | Not applicable.  |   |
| 24       | Not applicable.  |   |
| 27       | Not applicable.  |   |

\*Filed herewith.

SIGNATURES

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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.

Date: July 22, 2002

MODINE MANUFACTURING COMPANY

By: D. R. JOHNSON

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D. R. Johnson, Chairman  
and Chief Executive Officer

By: D. R. ZAKOS

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