

Altra Holdings, Inc.
Form 8-K
March 08, 2011

**UNITED STATES
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
March 8, 2011**

Date of Report (Date of earliest event reported)
ALTRA HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware

001-33209

61-1478870

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

**300 Granite Street, Suite 201
Braintree, Massachusetts**

02184

(Address of principal executive offices)

(Zip Code)

(781) 917-0600

(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 obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- 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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Item 8.01. Other Events.

On March 8, 2011, the Company issued a press release announcing that, in connection with its previously announced sale of \$75 million aggregate principal amount of 2.75% Convertible Senior Notes due 2031 (the Notes) pursuant to the Purchase Agreement (the Purchase Agreement), dated March 1, 2011, among the Company, each of the Company's domestic restricted subsidiaries, as guarantors (the Guarantors), and each of Jefferies & Company, Inc. and J.P. Morgan Securities LLC, as representatives of the initial purchasers named therein (the Initial Purchasers), the Initial Purchasers have fully exercised their over-allotment option and purchased an additional \$10 million aggregate principal amount of the Notes. Net proceeds from the exercise of the over-allotment option were approximately \$9.7 million, after deducting estimated discounts, commissions and expenses. The Company plans to use the net proceeds from the offering of the Notes (including the net proceeds from the exercise of the over-allotment option) to fund, in part, the purchase price related to the acquisition of substantially all of the assets and liabilities of Danfoss Bauer GmbH, if and when the acquisition closes. The Company intends to use the remaining net proceeds for general corporate purposes, including potential acquisitions, and to pay fees and expenses related to the offering. A copy of the press release is filed herewith as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit

| No. | Description |
|------------|--|
| 99.1 | Press release, dated March 8, 2011, issued by the Company. |

SIGNATURES

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.

Altra Holdings, Inc.

/s/ Glenn E. Deegan

Name: Glenn E. Deegan

Title: Vice President, Legal and Human
Resources, General Counsel and
Secretary

Date: March 8, 2011

EXHIBIT INDEX

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