

TB WOODS CORP  
Form SC TO-C  
February 20, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE TO  
(RULE 14d-100)**

**Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1) of  
the Securities Exchange Act of 1934**

**TB WOOD S CORPORATION**

(Name of Subject Company)

**FOREST ACQUISITION CORPORATION**

**ALTRA HOLDINGS, INC.**

(Names of Filing Persons Offeror)

**COMMON STOCK, PAR VALUE \$0.01 PER SHARE**

(Title of Class of Securities)

**872226105**

(Cusip Number of Class of Securities)

**David Wall**

**Chief Financial Officer**

**Altra Holdings, Inc.**

**14 Hayward Street**

**Quincy, Massachusetts 02171**

**Telephone: (617) 328-3300**

(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of Filing Persons)

**Copies to:**

**Craig W. Adas**

**Weil, Gotshal & Manges LLP**

**201 Redwood Shores Parkway**

**Redwood City, California 94065**

**Telephone: (650) 802-3000**

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.