

MODINE MANUFACTURING CO  
Form 8-K/A  
November 07, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

**FORM 8-K/A**

**Amendment No. 1 to  
CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the Securities Exchange Act  
of 1934**

Date of Report (Date of earliest event reported): **October 19, 2005**

<b>Modine Manufacturing Company</b>
(Exact name of registrant as specified in its charter)

<b>Wisconsin</b>	<b>1-1373</b>	<b>39-0482000</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

<b>1500 DeKoven Avenue, Racine, Wisconsin</b>	<b>53403</b>
Address of principal executive offices	Zip Code

Registrant's telephone number, including area code:	<b>(262) 636-1200</b>
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(Former name or former address, if changed since last report.)

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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<b>Exhibit Number</b>	<b>Description</b>
99.1	Revised Press Release dated November 7, 2005.

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**Item 2.02 Results of Operations and Financial Condition.**

On October 19, 2005, Modine Manufacturing Company (“Modine”) issued a press release announcing that the Aftermarket business would be classified as a discontinued operation and releasing Unaudited Pro Forma Historical Statements of Earnings, including expanded segment reporting. A copy of the press release was attached as an exhibit to Modine’s Form 8-K filed on October 19, 2005 (the “Initial Form 8-K”). On November 7, 2005, Modine is issuing a revised press release to report, among other things, that in the second quarter of fiscal 2006, it recorded a charge to discontinued operations of \$54.1 million as a result of the spin off of the Aftermarket business, which was comprised of \$53.6 million in non-cash charges and \$0.5 million in unreimbursed expenses incurred as apart of the transaction, and also to correct certain presentation errors in the press release filed with the Initial Form 8-K.

The revised press release is filed herewith as Exhibit 99.1.

This amendment is being filed solely to make the above changes.

**Item 8.01 Other Events.**

The information included above under Item 2.02 is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	Revised Press Release dated November 7, 2005.

**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.

<b>Modine Manufacturing Company</b>
By: /s/ D.B. Rayburn
D.B. Rayburn President and Chief Executive Officer
By: /s/ D.R. Zakos
D.R. Zakos Vice President, General Counsel and Secretary

Date: November 7, 2005

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<b>Exhibit Number</b>	<b>Description</b>
99.1	Revised Press Release dated November 7, 2005.