

MODINE MANUFACTURING CO  
Form 8-K  
February 17, 2009

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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

Date of Report (Date of earliest event reported): February 17, 2009

Modine Manufacturing Company  
(Exact name of registrant as specified in its charter)

Wisconsin  
(State or other jurisdiction of  
incorporation)

1-1373  
(Commission File Number)

39-0482000  
(I.R.S. Employer Identification  
Number)

1500 DeKoven Avenue, Racine, Wisconsin  
Address of principal executive offices

53403  
Zip Code

Registrant's telephone number, including area code: (262) 636-1200

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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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Information to be Included in the Report

Item 2.02 Results of Operations and Financial Condition

On February 17, 2009, Modine Manufacturing Company (“Modine” or the “Company”) issued a press release announcing the results of operations and financial condition for the third quarter ended December 31, 2008.

During a conference call scheduled to be held at 11:00 a.m. EDT on February 17, 2009, the Company’s President and Chief Executive Officer, Thomas A. Burke, and Executive Vice President - Corporate Strategy and Chief Financial Officer, Bradley C. Richardson, will discuss the Company’s results for the third quarter ended December 31, 2008.

Attached to this Current Report on Form 8-K as Exhibit 99.1 is a copy of the Company’s press release in connection with the announcement. The information in this Item 2.02, including Exhibit 99.1, is furnished pursuant to Item 2.02 and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section, and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference in such filing.

Item 8.01 Other Events

On February 17, 2009, the Company announced that it has reached agreement with its primary lenders and note holders on a waiver of defaults that existed at December 31, 2008 and amendments to its revolving credit and note purchase agreements. A copy of the Company’s press release in connection with this announcement is attached hereto as Exhibit 99.2

On February 17, 2009, the Company also announced that it has suspended its quarterly cash dividend on its common stock. A copy of the press release in connection with this announcement is attached hereto as Exhibit 99.3.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following exhibits are being furnished herewith:

99.1 Press Release dated February 17, 2009 announcing the results of operations and financial condition for the third quarter ended December 31, 2008.

99.2 Press Release dated February 17, 2009 announcing agreement with primary lenders and note holders.

99.3 Press Release dated February 17, 2009 announcing suspension of dividend.

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.

Modine Manufacturing Company

By: /s/ Margaret C. Kelsey  
Margaret C. Kelsey  
Vice President, Corporate  
Development, General Counsel and  
Secretary

Date: February 17, 2009

Exhibit Index

| Exhibit No. | Exhibit Description   |
|-------------|---|
| <u>99.1</u> | Press Release dated February 17, 2009 announcing the results of operations and financial condition for the third quarter ended December 31, 2008. |
| <u>99.2</u> | Press Release dated February 17, 2009 announcing agreement with primary lenders and note holders.   |
| <u>99.3</u> | Press Release dated February 17, 2009 announcing suspension of dividend.  |