

MANITOWOC CO INC
Form 8-K
March 03, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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 27, 2009

The Manitowoc Company, Inc.

(Exact name of registrant as specified in its charter)

Wisconsin
(State or other jurisdiction
of incorporation)

1-11978
(Commission File
Number)

39-0448110
(I.R.S. Employer
Identification Number)

2400 S. 44th Street, Manitowoc, Wisconsin 54221-0066

(Address of principal executive offices including zip code)

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(920) 684-4410

(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 Instructions A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.06 Material Impairments.

On February 27, 2009, The Manitowoc Company, Inc. (the Company) concluded that a material charge for impairment was required to reduce the carrying value of businesses required to be divested in conjunction with the acquisition of Enodis plc completed on October 27, 2008. This charge is reflected in the Company's 2008 financial statements that are being filed with the U.S. Securities and Exchange Commission today in the Company's Annual Report on Form 10-K.

The adjustments include a reduction in the book value of the company's Enodis Ice Group line of business, operating under the Scotsman, Ice-O-Matic, Simag, Barline, Icematic, and Oref brand names. Manitowoc is required to divest the Enodis Ice Group as a condition of the U.S. Department of Justice and the European Commission's clearance of the Enodis acquisition that was completed on October 27, 2008.

Manitowoc is in late-stage negotiations with potential buyers for the Enodis Ice Group. The current bid prices for these assets are significantly below the value previously recorded on the company's balance sheet at acquisition date. Under these circumstances, accounting rules require that the carrying value of these assets be adjusted to reflect current estimated market value. As a result, the company will recognize a non-cash goodwill impairment charge of \$175 million. This charge has the effect of reducing 2008 GAAP net earnings from the amount reported on January 28, 2009. Operating earnings are not impacted, as the Enodis Ice Group is reported as a discontinued operation.

If the final sales price for the Enodis Ice Group is less than our revised estimated fair value, an additional non-cash impairment charge would be recognized in future periods. Such an additional charge could have a material effect on our consolidated financial statements.

Item 7.01 Regulation FD Disclosure.

The Company today issued a press release which, among other matters, addresses future compliance with debt covenants. A copy of the Company's press release is furnished as Exhibit 99.1 attached to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release dated March 2, 2009.

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 thereunto duly authorized.

THE MANITOWOC COMPANY, INC.
(Registrant)

DATE: March 2, 2009

/s/ Carl J. Laurino
Carl J. Laurino
Senior Vice President and Chief Financial Officer

THE MANITOWOC COMPANY, INC.

EXHIBIT INDEX

TO

FORM 8-K CURRENT REPORT

Dated as of February 27, 2009

| Exhibit No. | Description | Furnished Herewith |
|------------------------|-----------------------------------|-------------------------------|
| 99.1 | Press Release dated March 2, 2009 | X |