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TRINITY INDUSTRIES INC
Form 8-K
October 29, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549

FORM 8-K

Current Report
Pursuant to Section 13 or 15(d) of The
Securities and Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): October 26, 2001

TRINITY INDUSTRIES, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State of incorporation)

1-6903
(Commission File No.)

75-0225040
(IRS Employer Identification)

2525 Stemmons Freeway, Dallas, Texas
(Address of principal executive offices)

75207-2401
(Zip Code)

Registrant's telephone number, including area code: (214) 631-4420

Not Applicable
(Former name or former address, if changed since last report.)

Item 2. Acquisition or Disposition of Assets

Trinity Industries, Inc. ("Registrant"), TCMC Acquisition Corp., an Illinois corporation and a wholly-owned subsidiary of Registrant ("TCMC"), Thrall Car Manufacturing Company, an Illinois corporation ("Thrall") and Thrall Car Management Company, Inc., a Delaware corporation ("Newco") entered into a merger transaction pursuant to an Agreement and Plan of Merger dated August 13, 2001 ("Merger Agreement"). The transaction was completed on October 26, 2001 by the merger of TCMC with and into Thrall with Thrall being the surviving

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corporation of such merger (the "Merger") and becoming a wholly-owned subsidiary of Registrant.

Under the terms of the Merger Agreement, the issued and outstanding shares of common stock of Thrall were converted into an aggregate 7,150,000 shares of common stock, \$1.00 par value of Registrant ("Common Stock"), \$165,500,000 (subject to adjustment as described in the Merger Agreement) and the right to receive additional payments, not to exceed \$45,000,000 over a five year period, based on a formula related to the annual rail car industry production levels.

Pursuant to the Merger Agreement, Registrant and Newco entered into a Stockholder's Agreement ("Stockholder's Agreement") and a Registration Rights Agreement (the "Registration Rights Agreement") at the closing of the Merger. Pursuant to the Stockholder's Agreement, Newco was granted certain governance rights relating to Registrant, and is subject to certain voting and transfer restrictions on the Common Stock that was received in the Merger. In addition, Newco is entitled to designate one member of the board of directors of Registrant, which designee is Craig J. Duchossois.

A copy of the press release announcing the completion of the transaction is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 7. Financial Statements and Exhibits

- (a) Financial Statements of Businesses Acquired.

To be filed by amendment on or about January 9, 2002.

- (b) Pro Forma Financial Information.

To be filed by amendment on or about January 9, 2002.

- (c) The following exhibits are filed with this report:

2.1 Agreement and Plan of Merger dated as of August 13, 2001 by and among Registrant, TCMC Acquisition Corp., Thrall Car Manufacturing Company and Thrall Car Management Company, Inc. filed as Exhibit 2.1 to Registrant's 8-K dated August 15, 2001 and incorporated by reference herein.

99.1 Press Release, dated October 26, 2001.

SIGNATURE

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.

Dated: October 29, 2001

TRINITY INDUSTRIES, INC.

By: /s/ Michael G. Fortado

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Michael G. Fortado
Vice President, General Counsel
and Secretary

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
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99.1	Press Release, dated October 26, 2001.