MANITOWOC CO INC
Form 8-K
October 15, 2010

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): **October 13, 2010**

The Manitowoc Company, Inc.

(Exact name of registrant as specified in its charter)

Wisconsin	**1-11978**	**39-0448110**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

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

(Address of principal executive offices, including ZIP code)

(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:

o Written communications pursuant to Rule 425 under the Securities Act (17 C.F.R. §230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 C.F.R. §240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 C.F.R. §240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 C.F.R. §240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement.

On October 13, 2010, in accordance with its previously announced intentions, The Manitowoc Company, Inc. (the Company) and certain of its subsidiaries (the Guarantors) entered into an Underwriting Agreement with Deutsche Bank Securities Inc. as representative of the several underwriters listed therein (the Underwriters), pursuant to which the Company agreed to sell, and the Underwriters agreed to purchase, subject to the terms and conditions set forth therein, $600,000,000 aggregate principal amount of the Company s 8.50% Senior Notes due 2020 to be guaranteed by the Guarantors (the Notes), in a public offering (the Offering). The Offering is expected to close on October 18, 2010.

The Underwriting Agreement contains customary representations, warranties and agreements of the Company and the Guarantors, conditions to closing, indemnification rights and obligations of the parties and termination provisions. The description of the Underwriting Agreement set forth above is qualified by reference to the Underwriting Agreement filed as Exhibit 1.1 to this Current Report on Form 8-K and incorporated herein by reference.

In the ordinary course of their respective businesses, the Underwriters or their affiliates have performed and may in the future perform certain commercial banking, investment banking and advisory services for the Company from time to time for which they have received and may receive in the future customary fees and expenses.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information provided in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.03.

Item 8.01. Other Events.

The Notes are registered under the Securities Act of 1933, as amended, pursuant to a Registration Statement on Form S-3 (Registration No. 333-147371), as amended, that the Company filed with the Securities and Exchange Commission (the SEC) relating to the Offering. The Company is filing certain exhibits as part of this Current Report on Form 8-K in connection with its filing with the SEC of a final prospectus supplement, dated October 13, 2010, and prospectus, dated January 27, 2010, relating to the Offering. See Item 9.01. Financial Statements and Exhibits.

On October 13, 2010, the Company issued a press release announcing that it had priced the Offering. The press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits.

The following exhibits are filed herewith:

(1.1) Underwriting Agreement, dated October 13, 2010, among The Manitowoc Company, Inc., the guarantors named therein and the underwriters named therein.

(5.1) Opinion of Foley & Lardner LLP, dated October 13, 2010.

(23.1) Consent of Foley & Lardner LLP (contained in Exhibit (5) hereto).

(99.1) Press Release of The Manitowoc Company, Inc., dated October 13, 2010.

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.

THE MANITOWOC COMPANY, INC.

Date: October 15, 2010

By: /s/ Carl J. Laurino
Carl J. Laurino
Senior Vice President & Chief
Financial Officer

THE MANITOWOC COMPANY, INC.

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EXHIBIT INDEX

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