

ALBANY INTERNATIONAL CORP /DE/
Form 8-K
May 22, 2014
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):
May 19, 2014

**ALBANY INTERNATIONAL
CORP.**

(Exact name of registrant as
specified in its charter)

~~DE-140026~~ 14-0462060

(State

or (I.R.S. Employer
of the Commission Identification No.)

jurisdiction)

of
incorporation)

216 Airport

Drive,

Rochester, 03867

New

Hampshire

(Address of

principal

executive

offices)

(Zip Code)

Registrant's telephone number,
including area code (518)
445-2200

None

(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:

- 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 240.13a-4(c))

Item 4.01 Changes in Registrant's Certifying Accountants

(a) Previous independent registered public accounting firm

(i) On May 19, 2014, PricewaterhouseCoopers LLP was dismissed as the Company's independent registered public accounting firm.

(ii) The reports of PricewaterhouseCoopers LLP on the Company's consolidated financial statements for the fiscal years ended December 31, 2013 and 2012 did not contain an adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles.

(iii) The Company's Audit Committee recommended and approved the decision to change independent registered public accounting firms.

(iv) During the fiscal years ended December 31, 2013 and 2012 and through May 19, 2014, there have been (1) no disagreements with PricewaterhouseCoopers LLP on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreement, if not resolved to the satisfaction of PricewaterhouseCoopers LLP, would have caused it to make reference to the subject matter of such disagreements in connection with its audit report and (2) no reportable events as defined by Item 304(a)(1)(v) of Regulation S-K.

(v) The Company has given permission to PricewaterhouseCoopers LLP to respond fully to the inquiries of the successor auditor.

(vi) The Company furnished a copy of this disclosure to PricewaterhouseCoopers LLP and has requested that PricewaterhouseCoopers LLP furnish the Company with a letter addressed to the SEC stating whether it agrees with the above statements. Such letter is filed as an exhibit to this report.

(b) New independent registered public accounting firm

(i) On May 19, 2014, on the recommendation of the Company's Audit Committee and as part of the change in independent registered public accounting firms described above, the Company appointed KPMG LLP as its independent registered public accounting firm to audit the Company's consolidated financial statements as of and for the fiscal year ending December 31, 2014.

(ii) During the two most recent fiscal years and through May 19, 2014, the Company has not consulted with KPMG LLP regarding either (1) the application of accounting principles to a specified transaction, either contemplated or

proposed, or the type of audit opinion that might be rendered on the financial statements of the Company, or (2) any matter that was the subject of a disagreement or a reportable event described in Items 304(a)(1)(iv) or (v), respectively, of Regulation S-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

99.1

Letter of PwC pursuant to Item 304(a)(3) of Regulation S-K.

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.

ALBANY INTERNATIONAL CORP.

By: /s/ John B. Cozzolino

Name: John B. Cozzolino

Title: Chief Financial Officer and Treasurer

(Principal Financial Officer)

Date: May 22, 2014

EXHIBIT INDEX

Exhibit No. Description

99.1 Letter of PwC pursuant to Item 304(a)(3) of Regulation S-K.