

Altra Holdings, Inc.  
Form S-3  
December 20, 2012  
Table of Contents

As filed with the Securities and Exchange Commission on December 20, 2012.

Registration No. 333-\_\_\_\_\_

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM S-3**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**ALTRA HOLDINGS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**61-1478870**  
(I.R.S. Employer  
Identification Number)

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**300 Granite Street**

**Suite 201**

**Braintree, Massachusetts 02184**

**(781) 917-0600**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Glenn E. Deegan, Esquire**

**Vice President, Legal & Human Resources, General Counsel and Secretary**

**Altra Holdings, Inc.**

**300 Granite Street**

**Suite 201**

**Braintree, Massachusetts 02184**

**(781) 917-0600**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

*Copy to:*

**Rodney H. Bell, Esquire**

**Holland & Knight LLP**

**701 Brickell Ave., Suite 3000**

**Miami, Florida 33131**

**(305) 374-8500**

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, check the following box. "

**Table of Contents**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller Reporting company	<input type="checkbox"/>

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered(1)(2)	Proposed Maximum Offering Price Per Unit(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(5)
Common Stock, par value \$0.001 per share				
Preferred Stock, par value \$0.001 per share				
Depository Shares(3)				
Warrants				
Units(4)				
Total			\$300,000,000	\$(6)

- (1) Such indeterminate number of shares of Common Stock and Preferred Stock and such indeterminate principal amount of Warrants and Units as may from time to time be issued at indeterminate prices, with an aggregate initial offering price not to exceed \$300,000,000. The securities registered also include such indeterminate number of shares of common stock and preferred stock as may be issued upon conversion or exchange for preferred stock that provides for conversion or exchange, upon exercise of warrants or rights or pursuant to the antidilution provisions of any such securities. The securities registered also include, pursuant to Rule 416 under the Securities Act, such additional number of shares of common stock and preferred stock that may become issuable as a result of any stock split, stock dividends, or similar event.
- (2) The amount to be registered, proposed maximum aggregate offering price per unit, and proposed maximum aggregate offering price are not specified as to each class of security pursuant to General Instruction II.D. of Form S-3 under the Securities Act.

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- (3) Each depositary share will be issued under a deposit agreement, will represent an interest in a fractional share or multiple shares of preferred stock and will be evidenced by a depositary receipt.
- (4) Each unit will be issued under a unit agreement and will represent an interest in two or more equity securities, which may or may not be separable from one another.

**Table of Contents**

- (5) Calculated pursuant to Rule 457(o).
- (6) All of the \$300,000,000 of securities registered pursuant to this registration statement (collectively, the **Unsold Securities** ) consist of unsold securities previously registered by the Registrant on its Registration Statement on Form S-3 filed on October 15, 2009, amended by Pre-Effective Amendment No. 1 thereto filed on December 7, 2009 and Amendment No. 2 thereto filed on December 16, 2009 and declared effective on December 23, 2009 (File No. 333-162511) (the **Prior Registration Statement** ). As of the date hereof, all of the **Unsold Securities** remain unsold. Pursuant to Rule 415(a)(6) under the Securities Act of 1933, the \$16,740.00 registration fee previously paid by the Registrant in connection with the **Unsold Securities** will continue to be applied to the **Unsold Securities**.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

**Table of Contents**

**The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.**

**SUBJECT TO COMPLETION, DATED DECEMBER 20, 2012**

PROSPECTUS

**ALTRA HOLDINGS, INC.**

**\$300,000,000**

**of Common Stock**

**Preferred Stock**

**Depositary Shares**

**Warrants**

**Units**

We may from time to time offer to sell common stock, preferred stock, depositary shares, warrants or units. We may offer the securities separately or together, in one or more series or classes and in amounts, at prices and on terms described in one or more offerings. We may also offer common stock upon conversion of preferred stock, or common stock or preferred stock upon the exercise of warrants. Such securities may be offered and sold by us in one or more offerings with a total aggregate principal amount or initial purchase price not to exceed \$300,000,000.

Our common stock is listed on the NASDAQ Global Select Market under the trading symbol AIMC.

We will provide the specific terms of the securities in supplements to this prospectus.

**Investing in these securities involves certain risks. See Risk Factors on page 4.**

**We urge you to carefully read this prospectus and the accompanying prospectus supplement, together with the documents we incorporate by reference, which will describe the specific terms of these securities, before you make your investment decision.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

This prospectus may not be used to consummate sales of securities unless, to the extent required by applicable law, it is accompanied by a prospectus supplement.

The date of this prospectus is December           , 2012

**Table of Contents**

**TABLE OF CONTENTS**

	<b>PAGE</b>
<u>ABOUT THIS PROSPECTUS</u>	1
<u>ALTRA HOLDINGS, INC.</u>	2
<u>RISK FACTORS</u>	4
<u>INFORMATION CONCERNING FORWARD-LOOKING STATEMENTS</u>	4
<u>USE OF PROCEEDS</u>	5
<u>RATIO OF COMBINED FIXED CHARGES AND PREFERENCE DIVIDENDS TO EARNINGS</u>	6
<u>DESCRIPTION OF SECURITIES TO BE OFFERED</u>	6
<u>DESCRIPTION OF COMMON STOCK AND PREFERRED STOCK</u>	6
<u>DESCRIPTION OF DEPOSITARY SHARES</u>	9
<u>DESCRIPTION OF WARRANTS</u>	10
<u>DESCRIPTION OF UNITS</u>	11
<u>PLAN OF DISTRIBUTION</u>	11
<u>LEGAL MATTERS</u>	14
<u>EXPERTS</u>	15
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	15
<u>INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE</u>	15



**Table of Contents**

**ABOUT THIS PROSPECTUS**

Unless the context requires otherwise, in this prospectus, the terms Altra Holdings, the Company, we, us and our refer to Altra Holdings, Inc. and its subsidiaries, except where the context otherwise requires or indicates.

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or the SEC, utilizing a shelf registration process. Under the shelf registration process, we may offer to sell any combination of the securities described in this prospectus in one or more offerings up to a total dollar amount of \$300,000,000. This prospectus provides you with a general description of the securities we may offer. Each time we offer to sell securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement may also add, update or change information contained in this prospectus. We may also add, update or change in any accompanying prospectus supplement or any free writing prospectus we may authorize to be delivered to you, any of the information contained in this prospectus. To the extent there is a conflict between the information contained in this prospectus and the prospectus supplement, you should rely on the information in the prospectus supplement, provided that if any statement in one of these documents is inconsistent with a statement in another document having a later date for example, a document incorporated by reference in this prospectus or any prospectus supplement the statement in the document having the later date modifies or supersedes the earlier statement. You should carefully read both this prospectus and any applicable prospectus supplement together with additional information described under the heading Where You Can Find More Information before deciding to invest in any of the securities being offered.

We have filed or incorporated by reference exhibits to the registration statement of which this prospectus forms a part. You should read the exhibits carefully for provisions that may be important to you.

**You should rely only on the information contained in or incorporated by reference in this prospectus or any related prospectus supplement or free writing prospectus. We have not authorized anyone to provide you with different information. You should not assume that the information contained in or incorporated by reference in this prospectus is accurate as of any date other than the date on the front of this prospectus. You should not consider this prospectus to be an offer or solicitation relating to the securities in any jurisdiction in which such an offer or solicitation relating to the securities is not authorized. Furthermore, you should not consider this prospectus to be an offer or solicitation relating to the securities if the person making the offer or solicitation is not qualified to do so, or if it is unlawful for you to receive such an offer or solicitation.**

**Table of Contents**

**ALTRA HOLDINGS, INC.**

*The Securities and Exchange Commission, or SEC, allows us to incorporate by reference certain information that we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus, and information that we file later with the SEC will automatically update, supplement and/or supersede the information in this prospectus. Any statement contained in a document incorporated or deemed to be incorporated by reference into this prospectus shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or in any other document which also is or is deemed to be incorporated by reference into this prospectus modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus. You should read the following summary together with the more detailed information regarding our Company, our common stock and our financial statements and notes to those statements appearing elsewhere in this prospectus or incorporated herein by reference.*

Altra Holdings, Inc. is the parent company of Altra Industrial Motion, Inc., or Altra Industrial, and owns 100% of Altra Industrial's outstanding capital stock. Altra Industrial, directly or indirectly, owns 100% of the capital stock of its 57 subsidiaries. The following chart illustrates a summary of our corporate structure:

We are a leading global designer, producer and marketer of a wide range of electro-mechanical power transmission and motion control products with a presence in over 70 countries. Our global sales and marketing network includes over 1,000 direct OEM customers and over 3,000 distributor outlets. Our product portfolio includes industrial clutches and brakes, enclosed gear drives, open gearing, couplings, engineered bearing assemblies, linear components and other related products. Our products serve a wide variety of end markets including energy, general industrial, material handling, mining, transportation and turf and garden. We primarily sell our products to a wide range of OEMs and through long-standing relationships with industrial distributors such as Motion Industries, Applied Industrial Technologies, Kaman Industrial Technologies and W.W. Grainger.

**Table of Contents**

Our products, principal brands and markets and sample applications are set forth below:

<b>Products</b>	<b>Principal Brands</b>	<b>Principal Markets</b>	<b>Sample Applications</b>
Clutches and Brakes	Warner Electric, Wichita Clutch, Formsprag Clutch, Stieber Clutch, Matrix, Inertia Dynamics, Twiflex, Industrial Clutch, Marland Clutch	Aerospace, energy, material handling, metals, turf and garden, mining	Elevators, forklifts, lawn mowers, oil well draw works, punch presses, conveyors
Gearing	Boston Gear, Nuttall Gear, Delroyd, Bauer Gear Motor	Food processing, material handling, metals, transportation	Conveyors, ethanol mixers, packaging machinery, metal processing equipment
Engineered Couplings	Ameridrives, Bibby Transmissions, TB Woods, PowerFlex	Energy, metals, plastics, chemical	Extruders, turbines, steel strip mills, pumps
Engineered Bearing Assemblies	Kilian	Aerospace, material handling, transportation	Cargo rollers, seat storage systems, conveyors
Power Transmission Components	Warner Electric, Boston Gear, Huco Dynatork, Warner Linear, Matrix, TB Woods	Material handling, metals, turf and garden	Conveyors, lawn mowers, machine tools
Engineered Belted Drives	TB Woods	Aggregate, HVAC, material handling	Pumps, sand and gravel conveyors, industrial fans

We are led by a highly experienced management team that has established a proven track record of execution, successfully completing and integrating major strategic acquisitions and delivering significant growth in both revenue and profits. We employ a comprehensive business process called the Altra Business System, or ABS, which focuses on eliminating inefficiencies from business processes to improve quality, delivery and cost.

Our principal executive offices are located at 300 Granite Street, Suite 201, Braintree, MA 02184 and our telephone number is (781) 917-0600. Our internet address is [www.altramotion.com](http://www.altramotion.com). We are not including the information contained on or available through our website as part of, or incorporating it by reference into, this prospectus.

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**Table of Contents**

**RISK FACTORS**

Investing in these securities involves certain risks. In addition to other information contained in this prospectus and any accompanying prospectus supplement, before investing in our securities, you should carefully consider the risks described under the heading "Risk Factors", and under the same or similar headings in our most recent Annual Report on Form 10-K for the fiscal year ended December 31, 2011 and any subsequent Quarterly Reports on Form 10-Q, and in any other documents incorporated by reference into this prospectus, as updated by our future filings with the SEC, pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act. Without limitation, you should also carefully consider the risks noted under the caption "Information Concerning Forward-Looking Statements" in this prospectus. Additional risk factors may be included in a prospectus supplement relating to a particular offering of securities. Each of the risks described in these documents could materially and adversely affect our business, financial condition, results of operations and prospects, and could result in a partial or complete loss of your investment. See "Where You Can Find More Information" section in this prospectus.

**INFORMATION CONCERNING FORWARD-LOOKING STATEMENTS**

This prospectus and our consolidated financial statements and other documents incorporated by reference in this prospectus contain forward-looking statements that are subject to risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different than the results, performance or achievements expressed or implied by the forward-looking statements.

Forward-looking statements include, among other things, the information concerning our possible future results of operations including revenue, costs of goods sold, and gross margin, future profitability, future economic improvement, business and growth strategies, financing plans, our competitive position and the effects of competition, the projected growth of the industries in which we operate, and our ability to consummate strategic acquisitions and other transactions. Forward-looking statements include statements that are not historical facts and can be identified by forward-looking words such as anticipate, believe, could, estimate, expect, intend, plan, may, should, will, would, project, expressions. These forward-looking statements are based upon information currently available to us and are subject to a number of risks, uncertainties, and other factors that could cause our actual results, performance, prospects, or opportunities to differ materially from those expressed in, or implied by, these forward-looking statements. Important factors that could cause our actual results to differ materially from the results referred to in the forward-looking statements include:

our access to capital, credit ratings, indebtedness, and ability to raise additional capital and operate under the terms of our debt obligations;

the risks associated with our debt;

the effects of intense competition in the markets in which we operate;

our ability to successfully execute, manage and integrate key acquisitions and mergers, including the Bauer Acquisition and the Lamiflex Acquisition;

our ability to obtain or protect intellectual property rights;

the effects of the loss or bankruptcy of or default by any significant customer, supplier, or other entity relevant to our operations;

our ability to successfully pursue our development activities and successfully integrate new operations and systems, including the realization of revenues, economies of scale, cost savings, and productivity gains associated with such operations;

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our ability to complete cost reduction actions and risks associated with such actions;

our ability to control costs;

failure of our operating equipment or information technology infrastructure;

our ability to achieve our business plans, including with respect to an uncertain economic environment;

the effects of unanticipated deficiencies, if any, in the disclosure controls and internal controls of Bauer;

changes in employment, environmental, tax and other laws and changes in the enforcement of laws;

**Table of Contents**

the accuracy of estimated forecasts of OEM customers and the impact of the current global and European economic environment on our customers;

fluctuations in the costs of raw materials used in our products;

our ability to attract and retain key executives and other personnel;

work stoppages and other labor issues;

changes in our pension and retirement liabilities;

our risk of loss not covered by insurance;

the outcome of litigation to which we are a party from time to time, including product liability claims;

changes in accounting rules and standards, audits, compliance with the Sarbanes-Oxley Act, and regulatory investigations;

changes in market conditions that would result in the impairment of goodwill or other assets;

changes in market conditions in which we operate that would influence the value of our stock;

the effects of changes to critical accounting estimates;

changes in volatility of our stock price and the risk of litigation following a decline in the price of our stock;

the cyclical nature of the markets in which we operate;

the risks associated with the global recession and European economic downturn and volatility and disruption in the global and European financial markets;

political and economic conditions nationally, regionally, and in the markets in which we operate;

natural disasters, war, civil unrest, terrorism, fire, floods, tornadoes, earthquakes, hurricanes, or other matters beyond our control;

the risks associated with international operations, including currency risks;

the risks associated with our investment in a new manufacturing facility in China; and

other factors, risks, and uncertainties referenced in our filings with the SEC.

Except as required by applicable law, we undertake no obligation to publicly revise any forward-looking statements, whether as a result of new information, future events or for any other reason. However, you should carefully review the risk factors set forth in other reports or documents we file from time to time with the SEC.

#### **USE OF PROCEEDS**

Unless otherwise indicated in a prospectus supplement, we intend to use the net proceeds from the sale of the securities for general corporate purposes, including working capital, acquisitions, retirement of debt, and other business opportunities.

**Table of Contents****RATIO OF COMBINED FIXED CHARGES AND PREFERENCE DIVIDENDS TO EARNINGS**

The following table sets forth our ratio of combined fixed charges and preference dividends to earnings for each of the years ended December 31, 2011, 2010, 2009, 2008 and 2007, and the nine months ended September 29, 2012.

	Fiscal Year Ended December 31,					
	Nine Months Ended September 29, 2012	2011	2010	2009	2008	2007
Ratio of combined fixed charges and preference dividends to earnings	3.09x	2.97x	2.72x	*	1.80x	1.56x

\* Earnings were insufficient to cover fixed charges in the period December 1 to December 31, 2009 by \$4.7 million. For purposes of calculating the ratio of combined fixed charges and preference dividends to earnings:

Earnings is the amount of income before income taxes, discontinued operations, cumulative effect of change in accounting principle charges, and fixed charges.

Fixed charges is the sum of (i) interest expense and (ii) a portion of rental expense which we believe is representative of the interest component of rental expense.

For the periods indicated above, we had no outstanding shares of preferred stock with required dividend payments.

**DESCRIPTION OF SECURITIES TO BE OFFERED**

This prospectus contains a summary of the securities that Altra Holdings may sell. These summaries are not meant to be a complete description of each security. However, this prospectus and the accompanying prospectus supplement will contain the material terms of the securities being offered. We will describe in the applicable prospectus supplement relating to any securities the particular terms of the securities offered by that prospectus supplement. If we so indicate in the applicable prospectus supplement, the terms of the securities may differ from the terms we have summarized below. We will also include in the prospectus supplement information, where applicable, about material U.S. federal income tax considerations relating to the securities, and the securities exchange, if any, on which the securities will be listed.

We may sell from time to time, in one or more primary offerings, our common stock, preferred stock, depository shares, warrants, or units, or any combination of the foregoing.

In this prospectus, we refer to the common stock, preferred stock, depository shares, warrants, units, or any combination of the foregoing securities to be sold by us in a primary offering collectively as securities. The total dollar amount of all securities that we may issue under this prospectus will not exceed \$300,000,000.

This prospectus may not be used to consummate a sale of securities unless it is accompanied by a prospectus supplement.

**DESCRIPTION OF COMMON STOCK AND PREFERRED STOCK**

The following summary of the terms of the common stock and preferred stock of Altra Holdings is not meant to be complete and is qualified in its entirety by reference to the relevant provisions of our second amended and restated certificate of incorporation and second amended and restated bylaws, and any amendments thereto. Copies of our certificate of incorporation and bylaws, and any amendments thereto, are incorporated herein by reference and will be sent to you at no charge upon request. See [Where You Can Find More Information](#) below.



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We will describe the specific terms of any common stock or preferred stock we may offer in more detail in a prospectus supplement relating to the offering of shares of common stock or preferred stock. If we so indicate in a prospectus supplement, the terms of any common stock or preferred stock offered under that prospectus supplement may differ from the terms described below.

## **Table of Contents**

### **General**

Our authorized capital stock consists of 100,000,000 shares of stock, of which: (i) 90,000,000 shares are designated as common stock, par value \$0.001 per share; and (ii) 10,000,000 shares are designated as undesignated preferred stock, par value \$0.001 per share. As of December 6, 2012, there were 26,889,177 shares of common stock outstanding. A description of the material terms and provisions of our certificate of incorporation affecting the relative rights of the common stock and any preferred stock is set forth below.

### **Common Stock**

#### ***Voting Rights***

The holders of our common stock are entitled to one vote per share on all matters submitted for action by the stockholders. The holders of our common stock have the exclusive right to vote for the election of our directors. There is no provision for cumulative voting with respect to the election of directors. Accordingly, a holder of more than 50% of the shares of our common stock can, if it so chooses, elect all of our directors. In that event, the holders of the remaining shares will not be able to elect any directors.

#### ***Dividend Rights***

All shares of our common stock are entitled to share equally in any dividends our board of directors may declare from legally available sources, subject to the terms of any outstanding preferred stock.

#### ***Liquidation Rights***

Upon liquidation or dissolution of our company, whether voluntary or involuntary, all shares of our common stock are entitled to share equally in the assets available for distribution to stockholders after payment of all of our prior obligations, including any then-outstanding preferred stock.

#### ***Other Matters***

The holders of our common stock have no preemptive or conversion rights, and our common stock is not subject to further calls or assessments by us. There are no redemption or sinking fund provisions applicable to the common stock. All outstanding shares of our common stock, including the common stock offered in this offering, are fully paid and non-assessable.

### **Preferred Stock**

Our board of directors has the authority, without any further vote or action by the stockholders, to issue 10,000,000 shares of preferred stock in one or more series and to fix the preferences, limitations, and rights of the shares of each series, including: dividend rates; conversion rights; voting rights; terms of redemption and liquidation preferences; redemption prices; and the number of shares constituting each series.

### **Certain Certificate of Incorporation and Bylaws Provisions**

#### ***Requirements for Advance Notification of Stockholder Nominations and Proposals***

Our bylaws establish advance notice procedures with respect to stockholder proposals and the nomination of candidates for election as directors, other than nominations made by or at the direction of the board of directors or one of its committees or other matters properly brought by a stockholder under Rule 14a-8 promulgated under the Exchange Act.

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**Table of Contents**

***No Action without Meeting***

Our certificate of incorporation and bylaws provide that action required or permitted to be taken by our stockholders at any special or annual meeting of stockholders must be effected at a duly called annual or special meeting of stockholders and may not be taken or effected by a written consent of stockholders in lieu of a duly called meeting.

***Special Meetings***

Our certificate of incorporation and bylaws provide that, except as otherwise required by statute or future rights, if any, of the holders of any series of preferred stock, special meetings of the stockholders may only be called by our board of directors acting pursuant to a resolution approved by the affirmative vote of a majority of the directors then in office. Only those matters set forth in the notice of the special meeting may be considered or acted upon at a special meeting of stockholders.

***No Cumulative Voting***

The Delaware General Corporation Law provides that stockholders are denied the right to cumulate votes in the election of directors unless our certificate of incorporation provides otherwise. Our certificate of incorporation does not provide for cumulative voting of shares.

***Delaware Anti-Takeover Law***

We are a Delaware corporation subject to Section 203 of the Delaware General Corporation Law. Under Section 203, certain business combinations between a Delaware corporation whose stock generally is publicly traded or held of record by more than 2,000 stockholders and an interested stockholder are prohibited for a three-year period following the date that such stockholder became an interested stockholder, unless:

the corporation has elected in its certificate of incorporation not to be governed by Section 203;

the business combination or the transaction which resulted in the stockholder becoming an interested stockholder was approved by the board of directors of the corporation before the date of the business combination or the date such stockholder became an interested stockholder, as applicable;

upon consummation of the transaction that made such stockholder an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the commencement of the transaction excluding voting stock owned by directors who are also officers or held in employee benefit plans in which the employees do not have a confidential right to tender stock held by the plan in a tender or exchange offer; or

the business combination is approved by the board of directors of the corporation and authorized at a meeting by two-thirds of the voting stock which the interested stockholder did not own.

The three-year prohibition also does not apply to some business combinations proposed by an interested stockholder following the announcement or notification of an extraordinary transaction involving the corporation and a person who had not been an interested stockholder during the previous three years or who became an interested stockholder with the approval of a majority of the corporation's directors. The term business combination is defined generally to include mergers or consolidations between a Delaware corporation and an interested stockholder, transactions with an interested stockholder involving the assets or stock of the corporation or its majority-owned subsidiaries, and transactions which increase an interested stockholder's percentage ownership of stock. The term interested stockholder is defined generally as those stockholders who become beneficial owners of 15% or more of a Delaware corporation's voting stock, together with the affiliates or associates of that stockholder.

## **Table of Contents**

### ***Limitation of Officer and Director Liability and Indemnification Arrangements***

Our certificate of incorporation limits the liability of our directors to the maximum extent permitted by Delaware law.

Delaware law permits corporations to adopt provisions in their certificate of incorporation providing that directors will not be personally liable for monetary damages for breach of their fiduciary duties as directors, except liability for:

any breach of their duty of loyalty to the corporation or its stockholders;

acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

unlawful payments of dividends or unlawful stock repurchases or redemptions; or

any transaction from which the director derived an improper personal benefit.

This charter provision has no effect on any non-monetary remedies that may be available to us or our stockholders, nor does it relieve us or our officers or directors from compliance with federal or state securities laws. Our certificate of incorporation and bylaws also generally provide that we shall indemnify, to the fullest extent permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, investigation, administrative hearing, or any other proceeding by reason of the fact that he or she is or was a director or officer of ours, or is or was serving at our request as a director, officer, employee or agent of another entity, against expenses incurred by him or her in connection with such proceeding. An officer or director shall not be entitled to indemnification by us if:

the officer or director did not act in good faith and in a manner reasonably believed to be in, or not opposed to, our best interests; or

with respect to any criminal action or proceeding, the officer or director had reasonable cause to believe his conduct was unlawful. Further, we have entered into indemnification agreements with our directors and certain of our officers which require us, among other things, to indemnify them against certain liabilities to the fullest extent permitted by law which may arise by reason of the directors' or officers' status or service as a director or officer. We also maintain director and officer liability insurance. These charter and bylaw provisions, provisions of Delaware law, and indemnification agreements may have the effect of delaying, deterring, or preventing a change of control of Altra Holdings.

### **Listing**

Our common stock is listed on the NASDAQ Global Select Market under the trading symbol AIMC.

### **Transfer Agent and Registrar**

The Transfer Agent and Registrar for our common stock is American Stock Transfer and Trust Company.

### **DESCRIPTION OF DEPOSITARY SHARES**

We may offer depositary shares (either separately or together with other securities) representing fractional shares of preferred stock of any series. In connection with the issuance of any depositary shares, we will enter into a deposit agreement with a bank or trust company, as depositary, which will be named in the applicable prospectus supplement. Depositary shares will be evidenced by depositary receipts issued pursuant to the related deposit agreement. Immediately following our issuance of the security related to the depositary shares, we will deposit the shares of preferred stock with the relevant depositary and will cause the depositary to issue, on our behalf, the related depositary receipts. Subject to the terms of the deposit agreement, each owner of a depositary receipt will be



## **Table of Contents**

entitled, in proportion to the fraction of a share of preferred stock represented by the related depositary share, to all the rights, preferences and privileges of, and will be subject to all of the limitations and restrictions on, the preferred stock represented by the depositary receipt (including, if applicable, dividend, voting, conversion, exchange, redemption, sinking fund, repayment at maturity, subscription and liquidation rights).

### **DESCRIPTION OF WARRANTS**

We may issue warrants to purchase our securities or securities of third parties or other rights, including rights to receive payment in cash or securities based on the value, rate or price of one or more specified commodities, currencies, securities or indices, or any combination of the foregoing. Warrants may be issued independently or together with any other securities and may be attached to, or separate from, such securities. Each series of warrants will be issued under a separate warrant agreement to be entered into between us and a warrant agent. The terms of any warrants to be issued and a description of the material provisions of the applicable warrant agreement will be set forth in the applicable prospectus supplement.

The following summary of certain provisions of the warrants does not purport to be complete and is subject to, and is qualified in its entirety by reference to, all provisions of the warrant agreements.

Reference is made to the prospectus supplement and/or other offering material relating to the particular issue of warrants offered pursuant to such prospectus supplement and/or other offering material for the terms of and information relating to such warrants, including, where applicable:

the number of shares of common stock purchasable upon the exercise of warrants to purchase common stock and the price at which such number of shares of common stock may be purchased upon such exercise;

the number of shares and series of preferred stock purchasable upon the exercise of warrants to purchase preferred stock and the price at which such number of shares of such series of preferred stock may be purchased upon such exercise;

the designation and number of units of other securities purchasable upon the exercise of warrants to purchase other securities and the price at which such number of units of such other securities may be purchased upon such exercise;

the date on which the right to exercise such warrants shall commence and the date on which such right shall expire;

U.S. federal income tax consequences applicable to such warrants;

the number of warrants outstanding as of the most recent practicable date; and

any other terms of such warrants.

Warrants will be issued in registered form only. The exercise price for warrants will be subject to adjustment in accordance with the applicable prospectus supplement and/or other offering material.

Each warrant will entitle the holder thereof to purchase such number of our equity securities or securities of third parties or other rights at such exercise price as shall in each case be set forth in, or calculable from, the prospectus supplement and/or other offering material relating to the warrants, which exercise price may be subject to adjustment upon the occurrence of certain events as set forth in such prospectus supplement and/or other offering material. After the close of business on the expiration date, or such later date to which such expiration date may be extended by us, unexercised warrants will become void. The place or places where, and the manner in which, warrants may be exercised shall be specified in the prospectus supplement and/or other offering material relating to such warrants.

## Edgar Filing: Altra Holdings, Inc. - Form S-3

Prior to the exercise of any warrants to purchase our securities or securities of third parties or other rights, holders of such warrants will not have any of the rights of holders of our securities or securities of third parties or other rights, as the case may be, purchasable upon such exercise, including the right to receive payments of dividends, if any, on the securities or other rights purchasable upon such exercise, or to exercise any applicable right to vote.

**Table of Contents**

**DESCRIPTION OF UNITS**

As specified in the applicable prospectus supplement, we may issue units consisting of one or more shares of common stock, shares of preferred stock, depositary shares, warrants, or any combination of such securities.

**PLAN OF DISTRIBUTION**

We may sell the securities offered by this prospectus from time to time in one or more transactions, including without limitation:

directly to purchasers;

to or through underwriters or dealers;

through agents; or