

Altra Industrial Motion, Inc.  
Form 8-K  
November 19, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
November 16, 2009**

**Date of Report (Date of earliest event reported)**

**ALTRA HOLDINGS, INC.  
ALTRA INDUSTRIAL MOTION, INC.**

(Exact name of registrant as specified in its charter)

**Delaware  
Delaware**

**001-33209  
333-124944**

**61-1478870  
30-0283143**

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**300 Granite Street, Suite 201  
Braintree, Massachusetts**

**02184**

(Address of principal executive offices)

(Zip Code)

**(781) 917-0600**

(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 Instruction A.2. below):

- 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 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

On November 16, 2009, Altra Holdings, Inc., a Delaware corporation (the Company), and each of its domestic subsidiaries (the Guarantors) entered into a Purchase Agreement (the Purchase Agreement) with the initial purchasers named therein (the Initial Purchasers), by which the Company agreed to issue and sell, and the Initial Purchasers agreed to purchase, \$210 million aggregate principal amount of 8<sup>1</sup>/<sub>8</sub>% Senior Secured Notes due 2016 (the Notes). The Notes were priced at 98.691% of the face value to yield 8.375% to maturity. The gross proceeds from the sale of the Notes is expected to be approximately \$207.3 million and the net proceeds from the sale of the Notes is expected to be approximately \$201.0 million (after deducting the Initial Purchasers discounts and estimated offering expenses, including commissions). Interest on the Notes will be payable on June 1 and December 1 of each year, beginning on June 1, 2010.

Subject to customary closing conditions, the closing of the transactions contemplated by the Purchase Agreement is expected to occur on November 25, 2009. The Purchase Agreement contains customary representations, warranties and covenants of the parties and indemnification and contribution provisions whereby the Company and the Guarantors, on the one hand, and the Initial Purchasers, on the other, have agreed to indemnify each other against certain liabilities. The proceeds of the Notes along with cash on hand will be used to repurchase or redeem the outstanding 9% Senior Secured Notes due 2011 of Altra Industrial Motion, Inc., to repay indebtedness under the TB Wood's credit facility, and to pay related fees and expenses.

The Initial Purchasers and their affiliates from time to time have provided in the past and may provide in the future investment banking and financial advisory services to the Company and its affiliates in the ordinary course of business.

The foregoing summaries do not purport to be complete and are qualified in their entirety by the Purchase Agreement.

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

Please see the information set forth in Item 1.01 above, which is incorporated by reference into this Item 2.03.

**Item 8.01 Other Events**

On November 17, 2009, the Company issued a press release announcing the pricing of the offering of the Notes. A copy of the press release is filed and attached hereto as Exhibit 99.1 and incorporated by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Press Release of Altra Holdings, Inc. dated November 17, 2009.

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**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.

**Altra Holdings, Inc.**

/s/ Glenn E. Deegan  
Name: Glenn E. Deegan  
Title: Vice President, Legal and Human  
Resources,  
General Counsel and Secretary

Date: November 19, 2009

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.

**Altra Industrial Motion, Inc.**

/s/ Glenn E. Deegan  
Name: Glenn E. Deegan  
Title: Vice President, Legal and Human  
Resources,  
General Counsel and Secretary

Date: November 19, 2009

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**EXHIBIT INDEX**

**Exhibit  
Number**

**Description**

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