

MANITOWOC CO INC
Form 8-K
September 05, 2012

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): **September 4, 2012**

The Manitowoc Company, Inc.

(Exact name of registrant as specified in its charter)

Wisconsin
(State or other jurisdiction)

of incorporation)

1-11978
(Commission File

Number)

39-0448110
(I.R.S. Employer

Identification Number)

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

(Address of principal executive offices including zip code)

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(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 (see General Instructions 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))
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Item 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On September 4, 2012, The Manitowoc Company, Inc. (the "Company") issued a press release announcing that Joan K. Chow has been appointed to its board of directors effective immediately. The addition of Ms. Chow to the board brings the total number of directors serving to 9. The Company's bylaws provide that the number of directors may be from 7 to 12. Ms. Chow will stand for election at the Company's Manitowoc's May 7, 2013 shareholder meeting as part of the class of directors whose terms upon re-election will expire at the annual shareholder meeting in 2016. As part of her board responsibilities, Ms. Chow will also serve on the Audit Committee. Neither the Company nor Ms. Chow is aware of any transactions with related persons that require disclosure under Section 404(a) of Regulation S-K (17 CFR 229.404(a)).

Ms. Chow and the Company have entered into an Indemnity Agreement in the Form filed as Exhibit 10(b) to the Company's Annual Report on Form 10-K for the fiscal year ended July 1, 1989. In addition, Ms. Chow will be eligible to participate in (a) the Company's 2004 Non-Employee Director Stock and Awards Plan, as amended, and (b) the Company's Deferred Compensation Plan, as amended and restated.

The Company is filing its press release as Exhibit 99.1, which is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release dated September 4, 2012

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 thereunto duly authorized.

THE MANITOWOC COMPANY, INC.
(Registrant)

DATE: September 4, 2012

/s/ Maurice D. Jones
Maurice D. Jones
Senior Vice President, General Counsel and Secretary