

MODINE MANUFACTURING CO

Form 8-K

October 30, 2018

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

Date of Report (Date of earliest event reported): October 30, 2018

Modine Manufacturing Company

(Exact name of registrant as specified in its charter)

Wisconsin

1-1373

39-0482000

(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification Number)

1500 DeKoven Avenue, Racine, Wisconsin 53403

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (262) 636-1200

(Former name or former address, if changed since last report.) N/A

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 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section

13(a) of the Exchange Act.

Information to be Included in the Report

Item 2.02 Results of Operations and Financial Condition

On October 30, 2018, Modine Manufacturing Company (the “Company”) issued a press release announcing the results of operations and financial condition for the second quarter ended September 30, 2018.

During a conference call scheduled to be held at 9:00 a.m. EDT on October 31, 2018, the Company’s President and Chief Executive Officer, Thomas A. Burke, and Vice President, Finance and Chief Financial Officer, Michael B. Lucareli, will discuss the Company’s results for the second quarter ended September 30, 2018.

Attached to this Current Report on Form 8-K as Exhibit 99.1 is a copy of the Company’s press release in connection with the announcement. The information in this Item 2.02, including Exhibit 99.1, is furnished pursuant to Item 2.02 and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section, and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference in such filing.

Item 8.01 Other Events

Also, effective as of October 30, 2018, the Board of Directors of the Company authorized a \$50 million common stock repurchase program, expiring on November 5, 2020. Purchases under the program may be made through solicited or unsolicited transactions in the open market or in privately negotiated or other transactions at such times and prices and on such other terms as the authorized officers of the Company deem appropriate. A copy of the press release issued by the Company on October 30, 2018 announcing the authorization of the common stock repurchase program is attached to this Current Report on Form 8-K as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following exhibits are being furnished herewith:

99.1 Press Release dated October 30, 2018 announcing the results of operations and financial condition for the second quarter ended September 30, 2018.

99.2 Press Release dated October 30, 2018 announcing a \$50 million share repurchase authorization.

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.

Modine Manufacturing Company

By: /s/ Thomas A. Burke

Thomas A. Burke

President and Chief Executive Officer

Date: October 30, 2018