

Altra Holdings, Inc.  
Form 8-K  
February 28, 2011

**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  
February 28, 2011**

Date of Report (Date of earliest event reported)  
**ALTRA HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

**001-33209**

**61-1478870**

(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:

- 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 8.01 Other Events.**

On February 28, 2011, the Company issued a press release announcing its intention to offer \$75 million aggregate principal amount of convertible senior notes due 2031 in a private offering to qualified institutional buyers pursuant to Rule 144A of the U.S. Securities Act of 1933, as amended, and its intention to grant to the initial purchasers of the notes an option to purchase up to an additional \$10 million aggregate principal amount of notes solely to cover over-allotments, if any. A copy of the press release is filed herewith as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Press Release dated February 28, 2011.

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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: February 28, 2011

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**EXHIBIT INDEX**

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Press Release dated February 28, 2011.