

TB WOODS CORP
Form SC TO-T/A
March 13, 2007

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**SCHEDULE TO
Amendment No. 1
Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

TB WOOD S CORPORATION
(Name of Subject Company (Issuer))

**Altra Holdings, Inc.
Forest Acquisition Corporation**
(Names of Filing Persons (Offerors))

Common Stock, par value \$0.01 per share
(Title of class of securities)

872226105
(CUSIP number of class of securities)

**Michael L. Hurt
Chairman and Chief Executive Officer
Altra Holdings, Inc.
14 Hayward St.
Quincy, MA 02171
Tel: (617) 689-6354**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the filing person)

Copies to:
**Craig W. Adas
Weil, Gotshal & Manges LLP
201 Redwood Shores Parkway
Redwood Shores, California 94065
Tel: (650) 802-3000**
CALCULATION OF FILING FEE

**Transaction Valuation (1)
\$118,361,546**

**Amount of Filing Fee (2)
\$3,634**

- (1) Estimated for purposes of calculating the filing fee only. This amount is based upon an

estimate of the maximum number of shares to be purchased pursuant to the tender offer at the tender offer price of \$24.80 per Share.

- (2) The amount of the filing fee calculated in accordance with the Securities Exchange Act of 1934, as amended, equals \$30.70 for each \$1,000,000 of value.
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Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$3,634

Filing Party: Altra Holdings, Inc.,
Forest Acquisition Corporation

Form or Registration No. Schedule TO

Date Filed: March 5, 2007

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

Introduction

This Amendment No. 1 to the tender offer statement on Schedule TO (this Amendment) filed with the Securities and Exchange Commission (the SEC) on March 13, 2007, amends and supplements the Tender Offer Statement on Schedule TO filed with the SEC on March 5, 2007 (the Initial Statement) and relates to the offer by Forest Acquisition Corporation, a Delaware corporation (the Purchaser), and a directly wholly-owned subsidiary of Altra Holdings, Inc., a Delaware corporation (Altra), to purchase all of the issued and outstanding shares of common stock, par value \$0.01 per share of TB Woods Corporation, a Delaware corporation (TB Woods), at a purchase price of \$24.80 per share, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated March 5, 2007 (the Offer to Purchase), and in the related Letter of Transmittal (the Letter of Transmittal). This Amendment is being filed on behalf of Altra and the Purchaser. Capitalized terms used and not defined herein shall have the meanings assigned such terms in the Offer to Purchase.

The information in the Offer to Purchase and the related Letter of Transmittal is incorporated in this Amendment by reference to all of the applicable items in the Initial Statement, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 12. Exhibits.

Item 12 of the Initial Statement is hereby amended and supplemented by adding the following exhibit:

(d)(3) Amendment No. 1 to Agreement and Plan of Merger, dated as of March 11, 2007, among Altra, the Purchaser and TB Woods

(incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Altra with the SEC on March 13, 2007).

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

ALTRA HOLDINGS, INC.

/s/ MICHAEL L. HURT

Name: Michael L. Hurt
Title: Chairman and Chief Executive
Officer

FOREST ACQUISITION
CORPORATION

/s/ MICHAEL L. HURT

Name: Michael L. Hurt
Title: President and Chief Executive
Officer

Date: March 13, 2007

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Wells Fargo Fds TR Advantage S/C Value Fund INSL #315

9,847,856

-

Fidelity Diversified Intl Fund

6,699,646

-

Fidelity Advisor Diversified Intl Fund

-

5,997,419

Modine Manufacturing Company Stock Master Trust Fund

12,362,969

15,081,385

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NOTES TO FINANCIAL STATEMENTS, continued

3. Investments, continued

During 2012, the Plan's investments held outside of the Master Trust appreciated in value by \$12,331,733 as follows:

Collective funds	\$ 1,409,692
Mutual funds	10,922,041
	\$ 12,331,733

The Plan's net investment loss from the Master Trust during 2012 was \$2,007,280.

4. Master Trust Information

The Plan's allocated share of the Master Trust's net assets at December 31, 2012 and 2011 is as follows:

	Plan's Share of Master Trust's Net Assets	
	2012	2011
Modine Manufacturing Company Stock Master Trust Fund	63.90%	62.31%

The following net assets are held in the Master Trust at December 31, 2012 and December 31, 2011:

	2012	2011
Investments at fair value		
Modine Common Stock	\$ 18,995,225	\$ 23,301,060
Money market mutual fund	-	902,037
Short-term investment fund	353,610	-
Receivables (payables), net	36	211
Net assets	\$ 19,348,871	\$ 24,203,308

Investment income (loss) for the Master Trust for the year ended December 31, 2012 is as follows:

Net depreciation in fair value of Modine Common Stock	\$(3,218,451)
Interest	1,472
Total	\$(3,216,979)

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NOTES TO FINANCIAL STATEMENTS, continued

4. Master Trust Information, continued

Investments measured at fair value on a recurring basis are summarized below:

	Fair Value Measurements at December 31, 2012 Using:	
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Investments		
Common Stock	\$ 18,995,225	\$ -
Collective Trust	-	353,610

	Fair Value Measurements at December 31, 2011 Using:	
	Quoted Prices in Active Markets for Identical Assets (Level 1)	
Investments		
Common Stock	\$ 23,301,060	
Money market mutual fund	902,037	

5. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. If the Plan were terminated, Participants would receive benefits under the Plan based on their respective account balances accumulated to the date of the termination of the Plan. All Participants would become 100% vested upon Plan termination.

The Plan incurred a partial termination due to a 20% or greater reduction in plan participation beginning in 2009 and continuing through the first quarter of 2012 following reduction in force actions. Upon the partial termination, the Plan fully vested the employer contribution and discretionary contribution accounts of those active participants whose

employment was terminated in conjunction with these actions. If a participant was already fully vested when his/her employment terminated, no additional action was implemented.

6. Tax Status

The Plan is intended to be a qualified profit sharing plan under Section 401(a) and 401(k) of the Internal Revenue Code ("the Code"), and as such, is not subject to Federal income taxes. The Plan obtained its latest determination letter dated August 12, 2004 in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Code. On January 28, 2011, the Plan applied for a new determination letter and has not yet received a response from the Internal Revenue Service. Although the Plan has been amended since receiving its latest determination letter, Plan management believes that the Plan is designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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NOTES TO FINANCIAL STATEMENTS, continued

7. Party-In-Interest Transactions

Parties-in-interest are defined under Department of Labor regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer and certain others. At December 31, 2011 and through July 31, 2012, the Plan held units in collective trust funds trustee or managed by BMO Harris Bank N.A. (formerly known as Marshall & Ilsley Trust Company N.A.), the Plan's trustee. On August 1, 2012 the Plan's trustee changed to Wells Fargo Bank N.A. and the plan held units in a collective trust fund and a mutual fund trustee by or managed by Wells Fargo. These investments and transactions therein are considered party-in-interest.

The Plan holds units in the Master Trust, which holds underlying assets including Modine Manufacturing Company stock and BMO Money Market Fund until July 31, 2012 and the Wells Fargo Short Term Investment Fund beginning August 1, 2012. Modine Manufacturing Company is the plan sponsor and BMO Harris Bank N.A. (formerly known as Marshall & Ilsley Trust Company N.A.), was the Plan's trustee until July 31, 2012. Wells Fargo Bank N.A. became the Plan's trustee effective August 1, 2012; therefore, these investments and transactions therein are considered party-in-interest. See Note 4 for the dollar value of Modine Manufacturing Company stock and the short term investment fund held by the Master Trust and the Plan's share of the Master Trust assets. There were no dividends paid on these shares during the year ended December 31, 2012.

Participants are also allowed to take notes from their accounts in the Plan. These notes also qualify as party-in-interest transactions and totaled \$795,061 and \$736,535 at December 31, 2012 and 2011, respectively.

Professional fees for the administration and audit of the Plan for 2012 of \$157,463 were paid by the Plan, including fees for investment services, audit services, loans, attorneys and certain other administrative expenses. Investment management and transaction fees are charged to the Plan by investment managers, with these fees being reflected in the investment income reported by the Plan. These transactions are allowable party-in-interest transactions under ERISA regulations .

8. Transfers

From time to time, changes in employee status require the transfer of funds between the Modine 401(k) Retirement Plan for Hourly Employees and the Modine 401(k) Retirement Plan for Salaried Employees. Transfers reflected in the statement of changes in net assets available for benefits resulted from these types of transfers.

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SUPPLEMENTAL SCHEDULE

IndexMODINE 401(K) RETIREMENT PLAN
FOR SALARIED EMPLOYEESSchedule H, Line 4i Schedule of Assets (Held at End of Year)
December 31, 2012Plan Sponsor: Modine Manufacturing CompanyEIN: 39-0482000Plan Number: 024

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor or similar party	Description of investment including maturity date, rate of interest,	Cost	Current Value
		<u>Collective Trusts</u>		
*	Wells Fargo	Stable Return Fund	**	\$15,995,078
		<u>Mutual Funds</u>		
	The Vanguard Group	Vanguard Institutional Index	**	15,954,696
	Dodge and Cox	Dodge & Cox Stock	**	7,160,333
	Goldman Sachs	Goldman Sachs Mid Cap	**	6,113,988
	PIMCO Funds	Pimco Fds Total Return	**	7,423,071
	Vanguard Group Inc.	Vanguard Small Cap Index	**	2,761,621
	Munder Capital Management	Munder Mid Cap Core Growth	**	4,436,063
	Vanguard Group Inc.	Vanguard Mid Cap Index	**	2,253,894
	Dimensional Fund Advisors LP	DFA Emerging Markets Value Fund	**	333,425
	Dimensional Fund Advisors LP	DFA International Value	**	847,611
	Vanguard Group Inc.	Vanguard Developed Mkt Ind	**	718,421
	MFS Investment Management	MFS International New Discovery		482,556

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Schedule H, Line 4i Schedule of Assets (Held at End of Year) December 31, 2012, Continued

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest,	Cost	Current Value
	T. Rowe Price Associates Inc.	T. Rowe Price Retirement 2005	**	\$243,987
	T. Rowe Price Associates Inc.	T. Rowe Price Retirement 2010	**	885,665
	T. Rowe Price Associates Inc.	T. Rowe Price Retirement 2015	**	3,842,873
	T. Rowe Price Associates Inc.	T. Rowe Price Retirement 2020	**	4,450,217
	T. Rowe Price Associates Inc.	T. Rowe Price Retirement 2025	**	3,642,521
	T. Rowe Price Associates Inc.	T. Rowe Price Retirement 2030	**	3,589,172
	T. Rowe Price Associates Inc.	T. Rowe Price Retirement 2035	**	2,388,530
	T. Rowe Price Associates Inc.	T. Rowe Price Retirement 2040	**	1,156,120
	T. Rowe Price Associates Inc.	T. Rowe Price Retirement 2045	**	678,332
	T. Rowe Price Associates Inc.	T. Rowe Price Retirement 2050	**	317,439
	T. Rowe Price Associates Inc.	T. Rowe Price Retirement 2055	**	17,037
	T. Rowe Price Associates Inc.	T. Rowe Price Retirement Income Fd	**	101,596
	J.P. Morgan	J.P. Morgan Large Cap Growth R5	**	7,513,385
		Wells Fargo Fds TR Advantage S/C Val Fund INSL		
*	Wells Fargo	#315	**	9,847,856
	Vanguard Group Inc	Vanguard Intermed Term Bond Index	**	3,508,474
	Vanguard Group Inc	Vanguard Inflation Protected Securities	**	2,242,192
	Fidelity	Fidelity Diversified Intl Fund	**	6,699,646
		<u>Other</u>		
		3.38 – 8.5% interest rate, various maturity dates through June 30, 2022		
*	Participant Loans			795,061
				\$116,400,860

* Represents party in interest to the Plan.

** Investments are Participant directed; cost not required to be disclosed.

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EXHIBITS TO ANNUAL REPORT ON FORM 11-K

The exhibit listed below is filed as part of this Annual Report on Form 11-K. The exhibit is listed according to the number assigned to it in the Exhibit Table of Item 601 of Regulation S-K.

Exhibit

Number Description

23.1 Consent of Independent Registered Public Accounting Firm.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the members of the Committee which administers the Plan have duly caused this annual report to be signed by the undersigned hereunto duly authorized.

MODINE 401(k) RETIREMENT PLAN
FOR SALARIED EMPLOYEES

06-24-2013/s/ Kathleen T. Powers

Date Kathleen T. Powers

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