

Edgar Filing: TRINITY INDUSTRIES INC - Form 8-K

TRINITY INDUSTRIES INC

Form 8-K

June 27, 2003

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): June 25, 2003

TRINITY INDUSTRIES, INC.
(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction of
incorporation)

1-6903
(Commission File Number)

2525 Stemmons Freeway
Dallas, Texas
(Address of principal executive offices)

Registrant's telephone number, including area code: (214) 631-4420

Not Applicable
(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS.

On June 25, 2003, Trinity Industries, Inc. issued and sold 600 shares of Series B Redeemable Convertible Preferred Stock to TI Investments, LLC ("TII") for gross proceeds of \$60,000,000 pursuant to a purchase agreement dated as of that date. The purchase agreement contains certain provisions that require TII and its affiliates (i) to vote the Series B preferred stock (and any shares of common stock issued upon redemption or conversion of, or payment of dividends on, the Series B preferred stock) in accordance with the recommendations or direction of our board of directors (Section 3.3) and (ii) to not beneficially own more than ten percent of our common stock (Section 3.4). The shares of preferred stock and up to 3,500,000 shares of common stock issuable upon redemption or conversion of, or payment of dividends on, the Series B preferred stock, were registered under Trinity's shelf registration statement on Form S-3 (333-96921).

The press release announcing the sale of the preferred stock is

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attached hereto as Exhibit 99.1. The certificate of designations, the purchase agreement, the opinion of Haynes and Boone, LLP and the computation of ratio of earnings to fixed charges are attached hereto as Exhibits 4.12, 4.13, 5.1 and 12.1, respectively.

ITEM 7. EXHIBITS.

(c) Exhibits

- 4.12 Certificate of Designations of Series B Redeemable Convertible Preferred Stock of Trinity Industries, Inc.
- 4.13 Purchase Agreement dated as of June 25, 2003 by and between Trinity Industries, Inc. and TI Investments, LLC.
- 5.2 Opinion of Haynes and Boone, LLP regarding legality of securities.
- 12.2 Computation of Ratio of Earnings to Fixed Charges.
- 99.1 Press Release dated June 25, 2003.

* * * * *

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Trinity Industries, Inc. has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TRINITY INDUSTRIES, INC.

Dated: June 27, 2003

By: /s/ MICHAEL G. FORTADO

Name: Michael G. Fortado
Title: Vice President and Secretary

EXHIBIT INDEX

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12.2	Computation of Ratio of Earnings to Fixed Charges.
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