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ALBANY INTERNATIONAL CORP /DE/
Form 8-K
December 05, 2007

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) December 1, 2007

ALBANY INTERNATIONAL CORP.

(Exact name of registrant as specified in its charter)

Delaware

0-16214

14-0462060

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

1373 Broadway, Albany, New York

12204

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (518) 445-2200

None

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

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 240.13a-4(c))

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Item 1.01 Entry into a Material Definitive Agreement

On November 16, 2007, the Compensation Committee of the Registrant's Board of Directors amended the Registrant's 2005 Incentive Plan (the "Incentive Plan"), effective December 1, 2007. The purpose of the amendment was to effectuate changes that would ensure that the Plan conforms to Section 409A of Internal Revenue Code of 1986. A copy of this amendment is furnished as Exhibit 10(m) (xii) to this report.

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Item 9.01. Financial Statements and Exhibits.

(a) Exhibits. The following exhibit is being furnished herewith:

10(m) (xii) Amendment No. 1, dated as of December 5, 2007, to the Albany International Corp. 2005 Incentive Plan.

Signature

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.

ALBANY INTERNATIONAL CORP.

By: /s/ Michael C. Nahl

Name: Michael C. Nahl
Title: Executive Vice President and Chief
Financial Officer
(Principal Financial Officer)

Date: December 5, 2007

EXHIBIT INDEX

Exhibit No. -----	Description -----
10(m) (xii)	Amendment No. 1, dated as of December 5, 2007, to the Albany International Corp. 2005 Incentive Plan.