

Titan Machinery Inc.
Form S-8
November 15, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

TITAN MACHINERY INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation
or Organization)

45-0357838
(I.R.S. Employer
Identification Number)

**644 East Beaton Drive
West Fargo, ND 58078**

(Address of Principal Executive Office and Zip Code)

Amended and Restated Titan Machinery Inc. 2005 Equity Incentive Plan

(Full Title of the Plan)

**David J. Meyer
Chairman and Chief Executive Officer**

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**Titan Machinery Inc.
644 East Beaton Drive
West Fargo, ND 58078
(701) 356-0130**

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Melodie R. Rose, Esq.

Fredrikson & Byron, P.A.

200 South Sixth Street, Suite 4000

Minneapolis, Minnesota 55402

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting company)

Smaller Reporting Company

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share(2) | Proposed Maximum Aggregate Offering Price(2) | Amount of Registration Fee |
|---|-----------------------------------|---|---|-----------------------------------|
| Awards to Purchase Common Stock under the Amended and Restated 2005 Equity Incentive Plan | Indefinite | \$ 0.00 | \$ 0.00 | \$ 0.00 |
| Common Stock issuable under the Amended and Restated 2005 Equity Incentive Plan | 500,000 shares | \$ 21.68 | \$ 10,840,000 | \$ 1,242.26 |
| TOTAL: | | | | \$ 1,242.26 |

(1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein and any additional securities which may become issuable pursuant to anti-dilution provisions of the plan.

(2) Estimated pursuant to Rule 457(h) solely for the purpose of calculating the registration fee and based upon the average of the high and low prices of the Registrant's Common Stock on November 10, 2011.

STATEMENT OF INCORPORATION BY REFERENCE

A Registration Statement was filed on February 28, 2008 (Registration No. 333-149426) (the Prior Registration Statement), to register under the Securities Act of 1933, among other things, shares of Titan Machinery Inc. common stock (the Common Stock), issuable under the Titan Machinery Inc. 2005 Equity Incentive Plan. This Registration Statement has been prepared and filed pursuant to and in accordance with the requirements of General Instruction E to Form S-8 for the purpose of effecting the registration under the Securities Act of 1933 of, among other things, an additional 500,000 shares of Common Stock that are issuable under the Amended and Restated Titan Machinery Inc. 2005 Equity Incentive Plan. The Prior Registration Statement is incorporated herein by reference, except for Item 8 Exhibits.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

- Item 8. Exhibits.
- 5.1 Opinion of Fredrikson & Byron, P.A.
 - 23.1 Consent of Eide Bailly LLP.
 - 23.2 Consent of Fredrikson & Byron, P.A. (included in Exhibit 5.1).
 - 24 Power of Attorney (included on Signature Page).

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of West Fargo, State of North Dakota, on November 14, 2011.

TITAN MACHINERY INC.
(the Registrant)

By /s/ David J. Meyer
David J. Meyer, Chairman and Chief Executive
Officer

(Power of Attorney)

Each of the undersigned constitutes and appoints David J. Meyer and Mark P. Kalvoda his true and lawful attorney-in-fact and agent, each acting alone, with full powers of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the Form S-8 Registration Statement of Titan Machinery Inc. relating to the Company's Amended and Restated 2005 Equity Incentive Plan and any or all amendments or post-effective amendments to the Form S-8 Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates listed below.

| Signature | Title | Date |
|--|---|-------------------|
| /s/ David J. Meyer David J. Meyer | Chairman and Chief Executive Officer (principal executive officer) | November 14, 2011 |
| /s/ Peter J. Christianson Peter J. Christianson | President, Chief Operating Officer and Director | November 14, 2011 |
| /s/ Mark P. Kalvoda Mark P. Kalvoda | Chief Financial Officer (principal financial and accounting officer) | November 14, 2011 |
| /s/ Gordon Paul Anderson Gordon Paul Anderson | Director | November 14, 2011 |
| /s/ John S. Bode | Director | November 14, 2011 |

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John S. Bode

/s/ Tony J. Christianson
Tony J. Christianson

Director

November 14, 2011

/s/ James L. Irwin
James L. Irwin

Director

November 14, 2011

/s/ James L. Williams
James L. Williams

Director

November 14, 2011

/s/ Theodore M. Wright
Theodore M. Wright

Director

November 14, 2011

/s/ Stanley K. Dardis
Stanley K. Dardis

Director

November 14, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

TITAN MACHINERY INC.

Form S-8 Registration Statement

EXHIBIT INDEX

**Exhibit
Number**

Exhibit Description

| | |
|------|--|
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