

Edgar Filing: ALBANY INTERNATIONAL CORP /DE/ - Form 8-K

ALBANY INTERNATIONAL CORP /DE/
Form 8-K
March 15, 2006

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) March 15, 2006

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))

1

Explanatory Notes:

In connection with the transactions described in Albany International Corp.'s (the "Company") Form 8-K dated March 15, 2006, namely, the issuance of \$150 million aggregate principal amount of 2.25% Convertible Senior Notes due 2026, the convertible note hedge transactions, the warrant transactions and the registration rights agreement, the Company is hereby furnishing the exhibits

Edgar Filing: ALBANY INTERNATIONAL CORP /DE/ - Form 8-K

listed below in Item 9.01(d).

2

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are being furnished herewith:

- 4.1 Indenture, dated as of March 13, 2006, between the Company and JPMorgan Chase Bank, N.A.
- 4.2 Form of 2.25% convertible senior subordinated note due 2026
- 4.3 Registration Rights Agreement, dated as of March 13, 2006, between J.P. Morgan Securities Inc., Banc of America Securities LLC, other initial purchasers and the Company
- 10.1 Convertible note hedge transaction confirmations, dated as of March 7, 2006, by and between JPMorgan Chase Bank, N.A., Bank of America, N.A. and the Company
- 10.2 Warrant transaction confirmations, dated as of March 7, 2006, by and between JPMorgan Chase Bank, N.A., Bank of America, N.A. and the Company

3

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: March 15, 2006

4

Index to Exhibits

| Exhibit Number | Description of Document |
|----------------|--|
| ----- | ----- |
| 4.1 | Indenture, dated as of March 13, 2006, between the Company and JPMorgan Chase Bank, N.A. |
| 4.2 | Form of 2.25% convertible senior subordinated note due 2026 |

Edgar Filing: ALBANY INTERNATIONAL CORP /DE/ - Form 8-K

- 4.3 Registration Rights Agreement, dated as of March 13, 2006, between J.P. Morgan Securities Inc., Banc of America Securities LLC, other initial purchasers and the Company
- 10.1 Convertible note hedge transaction confirmations, dated as of March 7, 2006, by and between JPMorgan Chase Bank, N.A., Bank of America, N.A. and the Company
- 10.2 Warrant transaction confirmations, dated as of March 7, 2006, by and between JPMorgan Chase Bank, N.A., Bank of America, N.A. and the Company