

Edgar Filing: TRINITY INDUSTRIES INC - Form 8-K

TRINITY INDUSTRIES INC  
Form 8-K  
March 07, 2002

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 6, 2002

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

|   |                                    |  |
|---|------------------------------------|--|
| Delaware<br>(State or other jurisdiction of<br>incorporation)                         | 1-6903<br>(Commission File Number) | 75-0225040<br>(IRS Employer<br>Identification No.) |
| 2525 Stemmons Freeway<br>Dallas, Texas<br>(Address of principal executive<br>offices) |                                    | 75207-2401<br>(Zip Code)                           |

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 March 6, 2002, Trinity Industries, Inc. privately placed 1,500,000 restricted shares of its common stock for gross proceeds of \$31,500,000. In this private placement, 620,000 shares were issued to Acqua Wellington Private Placement Fund, Ltd. ("Acqua I") and 880,000 shares were issued to Acqua Wellington Opportunity I Limited ("Acqua II") (together, "Acqua Wellington"). Trinity has agreed to register the common stock purchased by Acqua Wellington.

The press release announcing the private placement is attached hereto as Exhibit 99.1. The purchase agreements and the registration rights agreements entered into by and between Trinity and Acqua Wellington are attached hereto as Exhibits 4.5, 4.6, 4.7 and 4.8, respectively.

ITEM 7. EXHIBITS.

(c) Exhibits

4.5 Purchase Agreement dated as of March 6, 2002 by and between

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Trinity and Acqua Wellington Private Placement Fund, Ltd.

- 4.6 Purchase Agreement dated as of March 6, 2002 by and between Trinity and Acqua Wellington Opportunity I Limited.
- 4.7 Registration Rights Agreement dated as of March 6, 2002 by and between Trinity and Acqua Wellington Private Placement Fund, Ltd.
- 4.8 Registration Rights Agreement dated as of March 6, 2002 by and between Trinity and Acqua Wellington Opportunity I Limited.
- 99.1 Press Release dated March 6, 2002.

\* \* \* \* \*

### SIGNATURES

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

TRINITY INDUSTRIES, INC.

Dated: March 6, 2002

By: /s/ MICHAEL G. FORTADO

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Name: Michael G. Fortado  
Title: Vice President, General Counsel  
and Secretary

### EXHIBIT INDEX

| EXHIBIT<br>NUMBER<br>----- | DESCRIPTION<br>-----  |
|----------------------------|---|
| 4.5                        | Purchase Agreement dated as of March 6, 2002 by and between Trinity and Acqua Wellington Private Placement Fund, Ltd. |
| 4.6                        | Purchase Agreement dated as of March 6, 2002 by and between Trinity and Acqua Wellington Opportunity I Limited.       |

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- 4.7                      Registration Rights Agreement dated as of March 6, 2002 by and between Trinity and Acqua Wellington Private Placement Fund, Ltd.
- 4.8                      Registration Rights Agreement dated as of March 6, 2002 by and between Trinity and Acqua Wellington Opportunity I Limited.
- 99.1                    Press Release dated March 6, 2002.