

TOWER AUTOMOTIVE INC

Form POS AM

March 28, 2005

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As filed with the Securities and Exchange Commission on March 28, 2005

No. 333-119156

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 2

to

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

TOWER AUTOMOTIVE, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation
or organization)

41-1746238

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

27175 Haggerty Road

Novi, Michigan 48377

(248) 675-6000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

James A. Mallak

Chief Financial Officer and Treasurer

Tower Automotive, Inc.

27175 Haggerty Road

Novi, Michigan 48377

(248) 675-6000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of all communications, including communications sent to agent for service, should be sent to:

Dennis M. Myers, P.C.

Kirkland & Ellis LLP

200 East Randolph Drive

Chicago, Illinois 60601

(312) 861-2000

Approximate date of commencement of proposed sale to the public: Not applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to registered additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

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DEREGISTRATION OF SECURITIES

Tower Automotive, Inc. (the Company) previously issued \$125,000,000 principal amount of 5.75% Convertible Senior Debentures due 2024 (the Debentures) and registered for resale both the Debentures and 28,875,025 shares of the Company s Common Stock (the Shares) that are issuable upon conversion of the Debentures if certain conditions are satisfied.

Registration Statement No. 333-119156 on Form S-3 (the Registration Statement) was declared effective on December 16, 2004. This Post-Effective Amendment No. 2 to the Registration Statement is filed by the Company to deregister \$124,349,000 principal amount of the Debentures and the corresponding 28,724,644 shares of the Company s Common Stock that are issuable upon the conversion of the Debentures and the 231 shares of the Company s Common Stock that were issued upon the conversion of \$1,000 principal amount of the Debentures prior to the date hereof, which represents such portion of the Debentures and the Shares that were not sold under the Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Novi, State of Michigan, on March 25, 2005.

TOWER AUTOMOTIVE, INC.

By: /s/ James A. Mallak
 Name: James A. Mallak
 Title: Chief Financial Officer and Treasurer

Pursuant to the requirements of the Securities Act of 1993, this Post-Effective Amendment No. 2 to the registration statement has been signed below by the following persons in the capacities indicated on the 25th day of March, 2005.

| <u>Signature</u> | <u>Title</u> |
|-------------------------|--|
| * | Chairman |
| _____ | |
| S.A. Johnson | |
| * | President, Chief Executive Officer and Director (principal executive officer) |
| _____ | |
| Kathleen Ligocki | |
| /s/ James A. Mallak | Chief Financial Officer and Treasurer (principal financial officer) |
| _____ | |
| James A. Mallak | |
| * | Chief Accounting Officer (principal accounting officer) |
| _____ | |
| Christopher T. Hatto | |
| * | Director |
| _____ | |
| Anthony G. Fernandes | |
| * | Director |
| _____ | |
| Juergen M. Geissinger | |
| * | Director |
| _____ | |
| Ali Jenab | |
| * | Director |
| _____ | |

F. Joseph Loughrey

*

Director

James R. Lozelle

*

Director

Georgia R. Nelson

* The undersigned, by signing his or her name hereto, does sign and execute this Post-Effective Amendment No. 2 to the registration statement pursuant to the Power of Attorney executed by the above-named officers and directors previously filed with the Securities and Exchange Commission.

By: /s/ James A. Mallak

James A. Mallak,
Attorney-in-Fact