

American Railcar Industries, Inc./DE

Form 8-K

February 21, 2008

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**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): February 19, 2008.**

**AMERICAN RAILCAR INDUSTRIES, INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>000-51728</b> (Commission File Number)	<b>43-1481791</b> (IRS Employer Identification No.)
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<b>100 Clark Street</b> <b>St. Charles, Missouri</b> (Address of principal executive offices)	<b>63301</b> (Zip Code)
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Registrant's telephone number, including area code: **(636) 940-6000**

**N/A**

(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 (see General Instruction A.2):

- 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 240.13e-4(c))
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SIGNATURE

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Amended and Restated By-laws

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Press Release

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**Item 2.02 Results of Operation and Financial Condition**

On February 20, 2008, American Railcar Industries, Inc. (the Company) issued a press release announcing its financial results for the quarter and fiscal year ended December 31, 2007. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference.

*Limitation on Incorporation by Reference.* The information contained in Exhibit 99.1 is being furnished under Item 2.02 of Form 8-K and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On February 19, 2008, the Board of Directors of the Company approved an amendment and restatement to the By-laws of the Company (the By-laws) to provide for uncertificated shares in order that the Company will be DRS (Direct Registration System) eligible as required by the NASDAQ Stock Market.

The above description of the amended and restated By-laws is qualified in its entirety by reference to the text of the amended and restated By-laws, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure**

On February 20, 2008, the Company issued a press release announcing its entry into a non-binding memorandum of understanding with Amtek Auto Limited to form one or more joint ventures to manufacture, sell and supply freight railcars and their components in India and other South East Asian countries. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated by reference.

*Limitation on Incorporation by Reference.* The information contained in Exhibit 99.2 is being furnished under Item 7.01 of Form 8-K and shall not be deemed filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

*Cautionary Note Regarding Forward-Looking Statements.* Except for historical information contained in the press releases attached as exhibits hereto, the press releases contain forward-looking statements that involve certain risks and uncertainties that could cause actual results to differ materially from those expressed or implied by these

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statements. Please refer to the cautionary notes in the press releases regarding these forward-looking statements.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit Number	Description
Exhibit 3.1	Amended and Restated By-laws of American Railcar Industries, Inc.
Exhibit 99.1	Press release dated February 20, 2008 of American Railcar Industries, Inc.
Exhibit 99.2	Press release dated February 20, 2008 of American Railcar Industries, Inc.

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**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.

Date: February 20, 2008

American Railcar Industries, Inc.

By: /s/ William P. Benac

Name: William P. Benac

Title: Senior Vice President, Chief  
Financial Officer and Treasurer

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