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TOWER AUTOMOTIVE INC

Form 8-K

July 30, 2001

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): JULY 19, 2001

TOWER AUTOMOTIVE, INC.  
(Exact Name of Registrant as Specified in its Charter)

DELAWARE  
(State or Other Jurisdiction of Incorporation)

1-12733  
(Commission File Number)

41-1746238  
(I.R.S. Employer Identification No.)

4508 IDS CENTER, MINNEAPOLIS, MINNESOTA 55402  
(Address of Principal Executive Offices) (Zip Code)

(612) 342-2310  
(Registrant's Telephone Number, Including Area Code)

NOT APPLICABLE  
(Former Name or Former Address, if Changed Since Last Report)

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Item 9.                   Furnished Information

On July 19, 2001, the Registrant issued a press release disclosing its second quarter and six months operating results. A copy of this press release follows below:

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DATE: July 19, 2001

FROM:  
Padilla Speer Beardsley Inc.  
224 Franklin Avenue West  
Minneapolis, Minnesota 55404

FOR:  
Tower Automotive, Inc.  
5211 Cascade Road S.E., Suite 300  
Grand Rapids, Michigan 49546

John Mackay (612) 871-8877

Anthony Barone (616) 802-1600

FOR IMMEDIATE RELEASE

TOWER AUTOMOTIVE ANNOUNCES OPERATING RESULTS FOR THE SECOND QUARTER AND SIX MONTHS ENDED JUNE 30, 2001

GRAND RAPIDS, Mich., July 19-- Tower Automotive, Inc. (NYSE: TWR), today announced operating results for the second quarter and six months ended June 30, 2001.

For the second quarter of 2001, revenues were \$642 million, a six percent decrease, compared with \$681 million in the 2000 period. Operating income declined 42 percent to \$44 million from \$76 million reported last year. Net income for the second quarter of 2001 was \$17 million, or 35 cents per diluted share outstanding, versus \$39 million, or 68 cents per diluted share, in the comparable 2000 period.

For the six months ended June 30, 2001, revenues were \$1.3 billion, a seven percent decrease, compared with \$1.4 billion in the same period for 2000. Operating income declined 45 percent to \$82 million from \$148 million reported last year. Net income for the six months ended June 30, 2001 was \$30 million, or 63 cents per diluted share outstanding, versus \$76 million, or \$1.32 per diluted share, in the comparable 2000 period.

In commenting on second-quarter and six-month results, Dug Campbell, president and chief executive officer of Tower Automotive, said, "The first half of 2001 has been an especially trying period for Tower Automotive and the industry in general. However, this in no way has deterred us in our zeal to improve our long-term financial stability and invested capital positioning. Despite the sales and earnings shortfall relative to the same periods of 2000, we have successfully strengthened our balance sheet by tightening up our financial processes. We have aggressively managed working capital to provide significant positive cash flows for debt reduction of \$210 million during the second quarter 2001 and \$163 million during the first half

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of 2001. We have remained compliant with our debt covenants for the first half of 2001 and are managing the business to ensure no relief from these covenants will be required.

"As expected, we improved second quarter 2001 sales and net income by \$14 million and \$4 million, respectively, over first quarter 2001, with an increase in diluted earnings per share of seven cents per share (or 24 percent). We anticipate that our volumes for the balance of 2001 will continue to be stressed relative to 2000 and initial 2001 expectations; however, we will get through this period with our new programs successfully launching and the Enterprise being better equipped to grow and prosper in 2002 and beyond."

Tower Automotive, Inc., produces a broad range of assemblies and modules for vehicle structures and suspension systems for the automotive manufacturers, including Ford, DaimlerChrysler, GM, Honda, Toyota, Nissan, Auto Alliance, Fiat, Kia, Hyundai, BMW and Volkswagen. Products include body structural assemblies such as pillars and package trays, control arms, suspension links, engine cradles and full frame assemblies. The company is based in Grand Rapids, Mich., and has its corporate office in Minneapolis, Minn.

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This news release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from the anticipated results as a consequence of certain risks and uncertainties, including but not limited to general economic conditions in the markets in which Tower Automotive operates, and other risks detailed from time to time in the company's Securities and Exchange Commission filings.

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TOWER AUTOMOTIVE, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
(AMOUNTS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS - UNAUDITED)

	Three Months Ended June 30,		Six Month June
	2001	2000	2001
Revenues	\$ 642,407	\$ 681,020	\$1,270,783
Cost of sales	557,146	566,649	1,106,251
Gross profit	85,261	114,371	164,532
Selling, general and administrative expenses	35,020	33,431	70,319
Amortization expense	6,130	5,118	12,208
Operating income	44,111	75,822	82,005
Interest expense, net	20,121	13,534	39,843
Income before provision for income taxes	23,990	62,288	42,162
Provision for income taxes	9,444	24,916	16,472
Income before equity in earnings of joint ventures and minority interest	14,546	37,372	25,690
Equity in earnings of joint ventures	4,790	4,540	9,171
Minority interest - dividends on trust preferred securities, net	(2,664)	(2,619)	(5,328)
Net income	\$ 16,672	\$ 39,293	\$ 29,533
Basic earnings per common share	\$ 0.38	\$ 0.83	\$ 0.67
Basic shares outstanding	44,416	47,250	44,263

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Diluted earnings per common share	\$ 0.35	\$ 0.68	\$ 0.63
Diluted shares outstanding	60,816	64,359	60,737

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TOWER AUTOMOTIVE, INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
(AMOUNTS IN THOUSANDS)

Assets	June 30, 2001 (unaudited)	Decem 20
-----		
Current assets:		
Cash and cash equivalents	\$ 11,185	\$
Accounts receivable	295,892	2
Subordinated interest in accounts receivable	28,336	
Inventories	100,392	1
Prepaid tooling and other	211,144	2
Total current assets	----- 646,949	----- 6
Property, plant and equipment, net	1,149,877	1,1
Investments in joint ventures	306,525	2
Goodwill and other assets, net	854,715	8
	----- \$2,958,066	----- \$2,8
	=====	=====
Liabilities and Stockholders' Investment		
-----		
Current liabilities:		
Current maturities of long-term debt and capital lease obligations	\$ 152,816	\$ 1
Accounts payable	360,896	2
Accrued liabilities	267,037	1
Total current liabilities	----- 780,749	----- 5
Long-term debt, net of current maturities	768,891	9
Obligations under capital leases, net of current maturities	6,016	
Convertible subordinated notes	200,000	2
Deferred income taxes	38,120	
Other noncurrent liabilities	181,940	1
Total noncurrent liabilities	----- 1,194,967	----- 1,3
	-----	-----

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Mandatorily redeemable trust convertible preferred securities	258,750	2
Stockholders' investment:		
Preferred stock	-	
Common stock	481	
Additional paid-in capital	453,440	4
Retained earnings	337,489	3
Deferred income stock plan	(10,219)	
Accumulated other comprehensive loss	(17,413)	
Treasury stock, at cost	(40,178)	(
	-----	-----
Total stockholders' investment	723,600	7
	-----	-----
	\$2,958,066	\$2,8
	=====	=====

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### SIGNATURES

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 thereunto duly authorized.

TOWER AUTOMOTIVE, INC.

Date: July 23, 2001

By: /s/ Anthony A. Barone

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Name: Anthony A. Barone  
Title: Vice President and Chief Financial Officer  
(Principal Accounting and Financial Officer)