

FreightCar America, Inc.  
 Form 3  
 April 05, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Â Trimaran Investments II, L.L.C.

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 04/05/2005

3. Issuer Name and Ticker or Trading Symbol  
 FreightCar America, Inc. [RAIL]

(Last) (First) (Middle)

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O TRIMARAN CAPITAL PARTNERS,Â 622 THIRD AVENUE, 35TH FLOOR

(Street)

(Check all applicable)

Director  10% Owner  
 Officer  Other  
 (give title below) (specify below)

NEW YORK,Â NYÂ 10017

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock <sup>(1)</sup>        | 372,541  | I   | I <sup>(2)</sup>   |
| Common Stock                       | 24,054   | I   | I <sup>(3)</sup>   |
| Common Stock                       | 156,851  | I   | I <sup>(4)</sup>   |
| Common Stock                       | 242,581  | I   | I <sup>(5)</sup>   |
| Common Stock                       | 264,648  | I   | I <sup>(6)</sup>   |
| Common Stock                       | 38,500   | I   | I <sup>(7)</sup>   |
| Common Stock                       | 56,100   | I   | I <sup>(8)</sup>   |
| Common Stock                       | 1,551,825  | I   | I <sup>(9)</sup>   |
| Series A Voting Preferred Stock    | 2,500  | I   | I <sup>(9)</sup>   |

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|                                 |         |   |              |
|---------------------------------|---------|---|--------------|
| Series B Voting Preferred Stock | 677.349 | I | I <u>(2)</u> |
| Series B Voting Preferred Stock | 43.734  | I | I <u>(3)</u> |
| Series B Voting Preferred Stock | 285.183 | I | I <u>(4)</u> |
| Series B Voting Preferred Stock | 441.056 | I | I <u>(5)</u> |
| Series B Voting Preferred Stock | 481.178 | I | I <u>(6)</u> |
| Series B Voting Preferred Stock | 321.5   | I | I <u>(9)</u> |
| Series A Voting Preferred Stock | 70      | I | I <u>(7)</u> |
| Series A Voting Preferred Stock | 102     | I | I <u>(8)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |  |  |   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Trimaran Investments II, L.L.C.<br>C/O TRIMARAN CAPITAL PARTNERS<br>622 THIRD AVENUE, 35TH FLOOR<br>NEW YORK, NY 10017 | â X           | â X       | â       | â     |
| Trimaran Fund II, L.L.C.<br>C/O TRIMARAN CAPITAL PARTNERS<br>622 THIRD AVENUE, 35TH FLOOR<br>NEW YORK, NY 10017        | â X           | â X       | â       | â     |
| Trimaran Capital, L.L.C.<br>C/O TRIMARAN CAPITAL PARTNERS<br>622 THIRD AVENUE, 35TH FLOOR<br>NEW YORK, NY 10017        | â X           | â X       | â       | â     |
| Trimaran Parallel II, L.P.<br>C/O TRIMARAN CAPITAL PARTNERS  | â X           | â X       | â       | â     |

622 THIRD AVENUE, 35TH FLOOR  
NEW YORK, NY 10017

CIBC Employee Private Equity Fund (Trimaran) Partners  
C/O TRIMARAN CAPITAL PARTNERS  
622 THIRD AVENUE, 35TH FLOOR  
NEW YORK, NY 10017

^ X ^ X ^ ^

CIBC Capital CORP  
C/O TRIMARAN CAPITAL PARTNERS  
622 THIRD AVENUE, 35TH FLOOR  
NEW YORK, NY 10017

^ X ^ X ^ ^

Trimaran Fund Management, L.L.C.  
C/O TRIMARAN CAPITAL PARTNERS  
622 THIRD AVENUE, 35TH FLOOR  
NEW YORK, NY 10017

^ X ^ X ^ ^

Trimaran Advisors, L.L.C.  
C/O TRIMARAN CAPITAL PARTNERS  
622 THIRD AVENUE, 35TH FLOOR  
NEW YORK, NY 10017

^ X ^ X ^ ^

Caravelle Investment Fund, L.L.C.  
C/O TRIMARAN CAPITAL PARTNERS  
622 THIRD AVENUE, 35TH FLOOR  
NEW YORK, NY 10017

^ X ^ X ^ ^

## Signatures

/s/ John Papachristos, John Papachristos,  
Attorney-In-Fact

04/05/2005

Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) See Remarks
- (2) Shares directly held by Trimaran Fund II, L.L.C.
- (3) Shares directly held by Trimaran Capital, L.L.C.
- (4) Shares directly held by Trimaran Parallel Fund II, L.P.
- (5) Shares directly held by CIBC Employee Private Equity Fund (Trimaran) Partners
- (6) Shares directly held by CIBC Capital Corporation
- (7) Shares directly held by Trimaran Fund Management, L.L.C.
- (8) Shares directly held by Trimaran Advisors, L.L.C.
- (9) Shares directly held by Caravelle Investment Fund, L.L.C

^

### Remarks:

(1) This report is filed jointly by Trimaran Investments II, L.L.C. ("Trimaran II"), Trimaran Fund II Capital, L.L.C., Trimaran Parallel Fund II, L.P., CIBC Employee Private Equity Fund (Trimaran) Partners Corporation, Trimaran Advisors, L.L.C., Trimaran Fund Management, L.L.C. and Caravelle Investment Fund

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a Section 13(d) "group." The reported securities are directly owned by Trimaran Fund II, L.L.C., Trimaran Parallel Fund II, L.P., CIBC Employee Private Equity Fund (Trimaran) Partners, CIBC Capital Advisors, L.L.C., Trimaran Fund Management, L.L.C. and Caravelle Investment Fund, L.L.C. Trimaran of Trimaran Fund II, L.L.C., Trimaran Capital, L.L.C. and Trimaran Parallel Fund II, L.L.C., and h dispose of shares held by CIBC Employee Private Equity Fund (Trimaran) Partners and CIBC Capital Advisors, L.L.C. and Trimaran Fund Management, L.L.C. are affiliated entities. Trimaran II may be deputization as a result of Jay R. Bloom, a managing member of Trimaran II, and Mark D. Dalton II, serving on FreightCar's board of directors. The Reporting Persons on this Form 3 disclaim beneficial ownership of reported securities except to the extent of their pecuniary interests therein.

Exhibit List

Exhibit 24 - Powers of Attorney

Exhibit 99 - Joint Filer Information

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.