

Titan Machinery Inc.
Form 10-Q
September 15, 2008
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended July 31, 2008

Commission File No. 000-1409171

TITAN MACHINERY INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

No. 45-0357838
(IRS Employer
Identification No.)

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**4876 Rocking Horse Circle
Fargo, ND 58104-6049**

(Address of Principal Executive Offices)

Registrant's telephone number (701) 356-0130

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES NO

The number of shares outstanding of the registrant's common stock as of September 1, 2008 was: Common Stock, \$0.00001 par value, 17,639,722 shares.

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	July 31, 2008 (Unaudited)	January 31, 2008
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 86,986,230	\$ 42,802,505
Receivables, net	30,990,211	22,061,275
Inventories	183,170,750	145,766,866
Prepaid expenses	377,570	215,312
Income taxes receivable	649,822	1,074,216
Deferred income taxes	1,174,000	1,027,000
Total current assets	303,348,583	212,947,174
INTANGIBLES AND OTHER ASSETS		
Parts inventory in excess of amounts expected to be sold currently	1,899,000	1,480,000
Goodwill	8,998,264	8,271,133
Intangible assets, net of accumulated amortization	226,051	337,242
Other	377,321	311,581
	11,500,636	10,399,956
PROPERTY AND EQUIPMENT, net of accumulated depreciation	23,161,056	16,022,336
	\$ 338,010,275	\$ 239,369,466
LIABILITIES AND STOCKHOLDERS EQUITY		
CURRENT LIABILITIES		
Accounts payable	\$ 13,118,133	\$ 9,244,064
Floorplan notes payable	118,148,218	105,847,648
Current maturities of long-term debt	1,556,920	5,653,840
Customer deposits	29,347,882	19,309,533
Accrued expenses	6,376,984	6,137,842
Total current liabilities	168,548,137	146,192,927
LONG-TERM LIABILITIES		
Long-term debt, less current maturities	2,712,474	13,082,795
Deferred income taxes	2,662,000	1,865,000

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Other long term liabilities	2,045,209	811,689
	7,419,683	15,759,484
SUBORDINATED DEBENTURES		1,300,000
STOCKHOLDERS EQUITY		
Common stock, par value \$.00001 per share, authorized - 25,000,000 shares; issued and outstanding - 17,636,367 at July 31, 2008 and 13,440,654, at January 31, 2008	176	134
Additional paid-in-capital	137,385,435	58,179,695
Retained earnings	24,656,844	17,937,226
	162,042,455	76,117,055
	\$ 338,010,275	\$ 239,369,466